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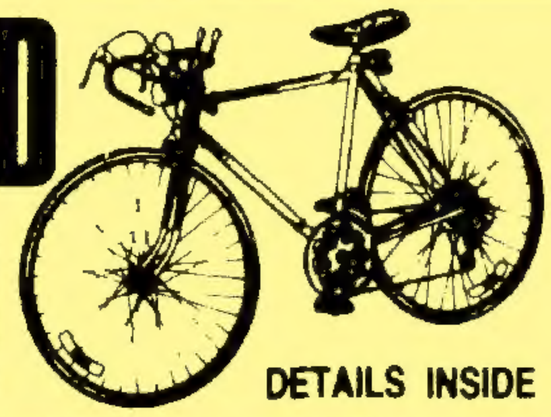
WIN A Columbia® TEN-SPEED FORMULA 10™ RACER!



DETAILS INSIDE

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SPECIAL DOUBLE-SIZED ISSUE!™

PETER PARKER, THE SPECTACULAR SPIDER-MAN®

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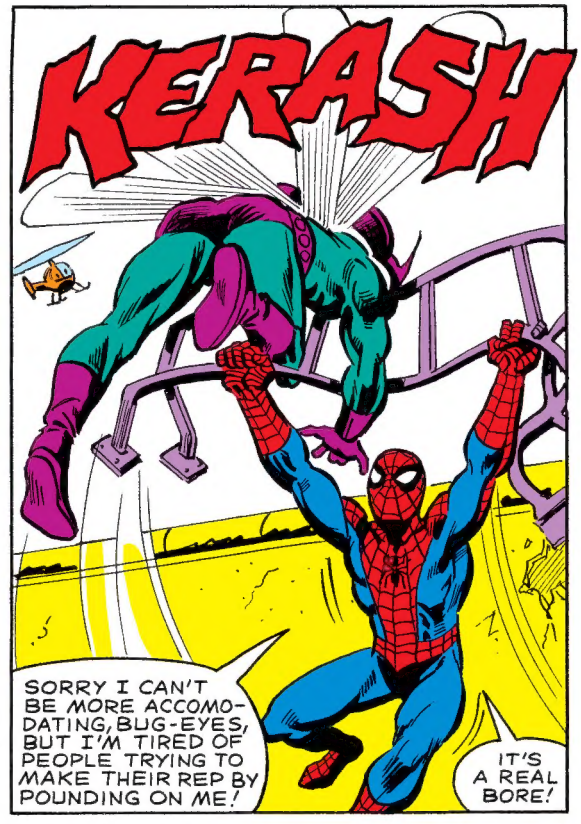
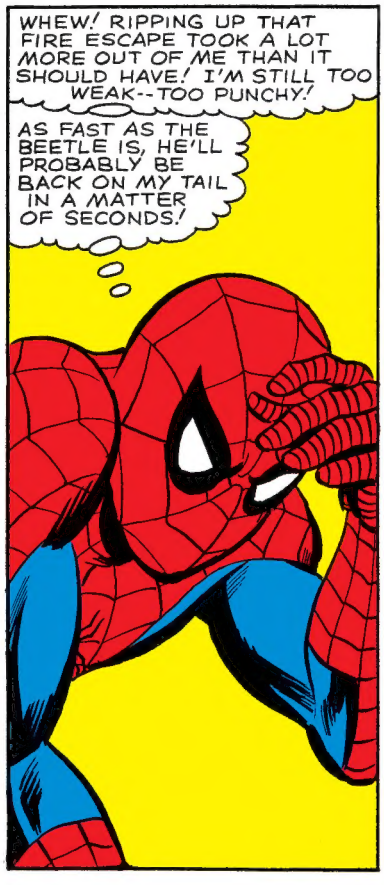
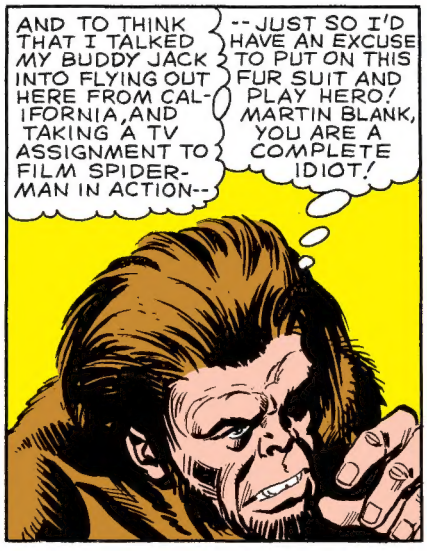
THERE'S NO NEED FOR THIS ENCOUNTER TO BE A FATAL ONE, SPIDER-MAN. I HAVE NO DESIRE TO KILL YOU.
I SEE! YOU JUST WANT TO KNOCK THE STUFFINGS OUT OF ME, RIGHT?
EXACTLY!

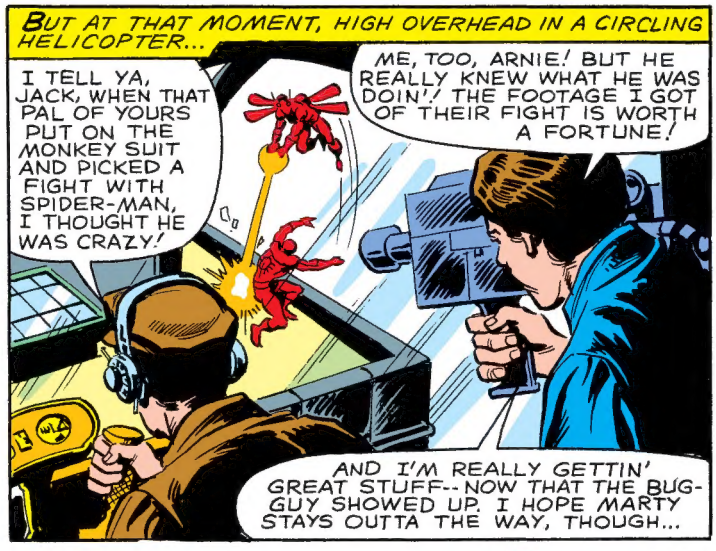

KERASH
SORRY I CAN'T BE MORE ACCOMODATING, BUG-EYES, BUT I'M TIRED OF PEOPLE TRYING TO MAKE THEIR REP BY POUNDING ON ME!
IT'S A REAL BORE!

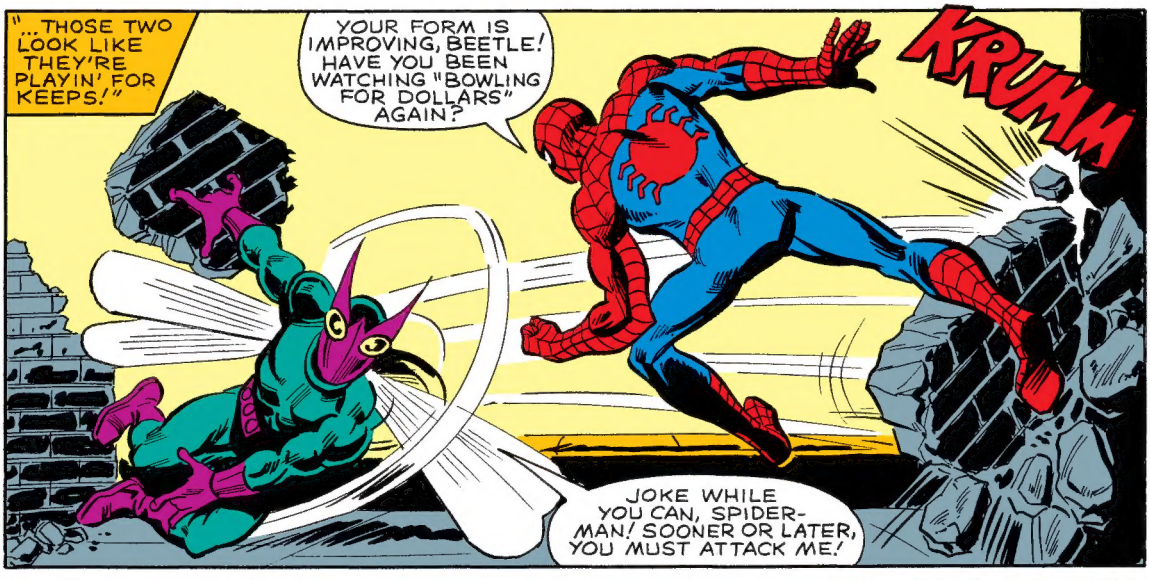

WHEW! RIPPING UP THAT FIRE ESCAPE TOOK A LOT MORE OUT OF ME THAN IT SHOULD HAVE! I'M STILL TOO WEAK--TOO PUNCHY!
AS FAST AS THE BEETLE IS, HE'LL PROBABLY BE BACK ON MY TAIL IN A MATTER OF SECONDS!

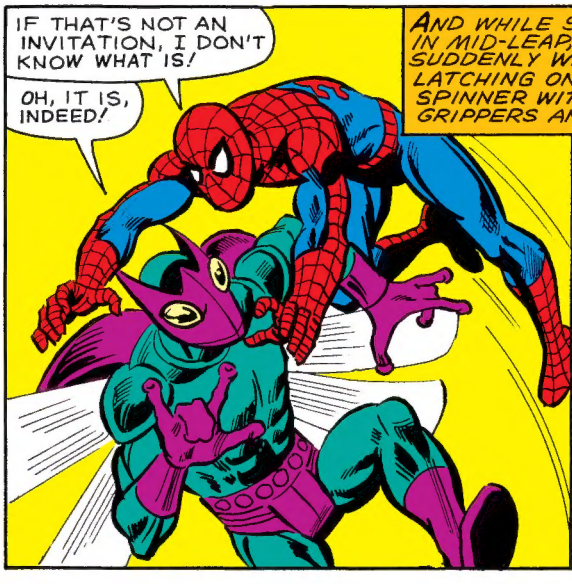
WHOOPS! WHY COULDN'T I HAVE BEEN WRONG... JUST THIS ONCE!
EASY THERE, LAUGHING BOY! DON'T SINGE THE SUIT!
ZZ AK

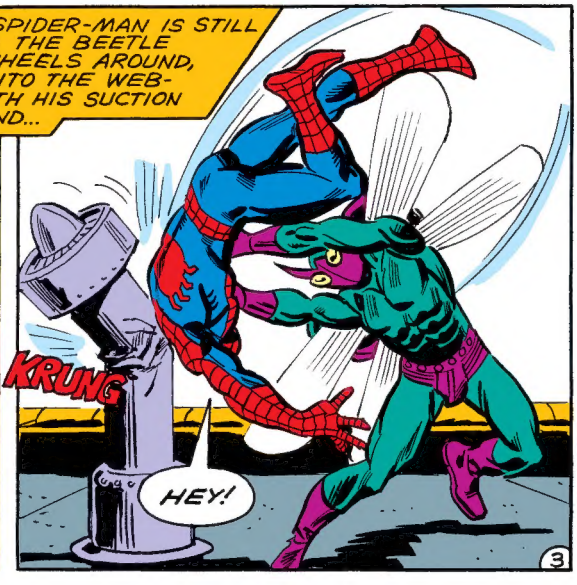
MEANWHILE, BACK ON THE ROOF, THE GIBBON STRUGGLES TO REGAIN HIS FOOTING...
UNGH! SO MUCH FOR TRYING TO PROVE THAT I'M AS GOOD AS SPIDER-MAN! HE FLATTENED ME WITH HIS FIRST PUNCH!*
*LAST ISSUE.-- TATTLETALE TOM.
2

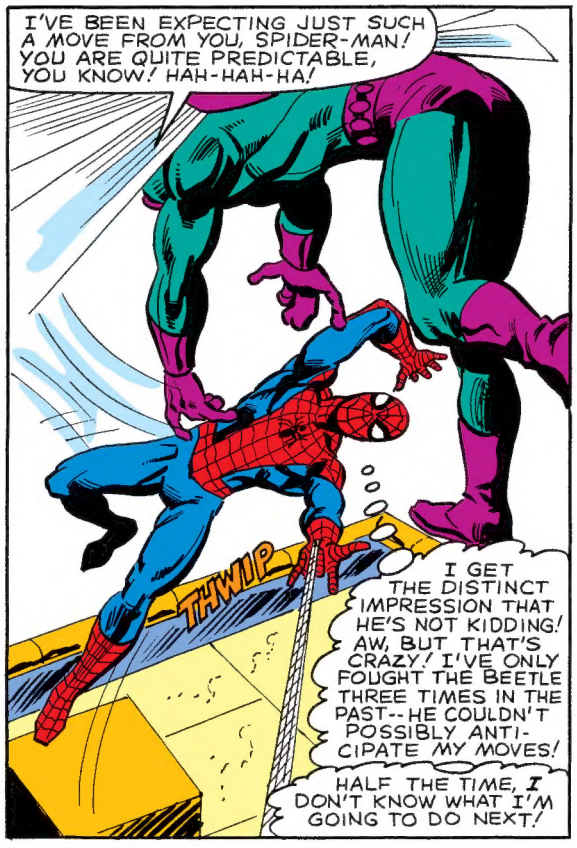

AND TO THINK THAT I TALKED MY BUDDY JACK INTO FLYING OUT HERE FROM CALIFORNIA, AND TAKING A TV ASSIGNMENT TO FILM SPIDER-MAN IN ACTION--
--JUST SO I'D HAVE AN EXCUSE TO PUT ON THIS FUR SUIT AND PLAY HERO! MARTIN BLANK, YOU ARE A COMPLETE IDIOT!


BUT AT THAT MOMENT, HIGH OVERHEAD IN A CIRCLING HELICOPTER...
I TELL YA, JACK, WHEN THAT PAL OF YOURS PUT ON THE MONKEY SUIT AND PICKED A FIGHT WITH SPIDER-MAN, I THOUGHT HE WAS CRAZY!
ME, TOO, ARNIE! BUT HE REALLY KNEW WHAT HE WAS DOIN'! THE FOOTAGE I GOT OF THEIR FIGHT IS WORTH A FORTUNE!
AND I'M REALLY GETTIN' GREAT STUFF--NOW THAT THE BUG-GUY SHOWED UP. I HOPE MARTY STAYS OUTTA THE WAY, THOUGH...

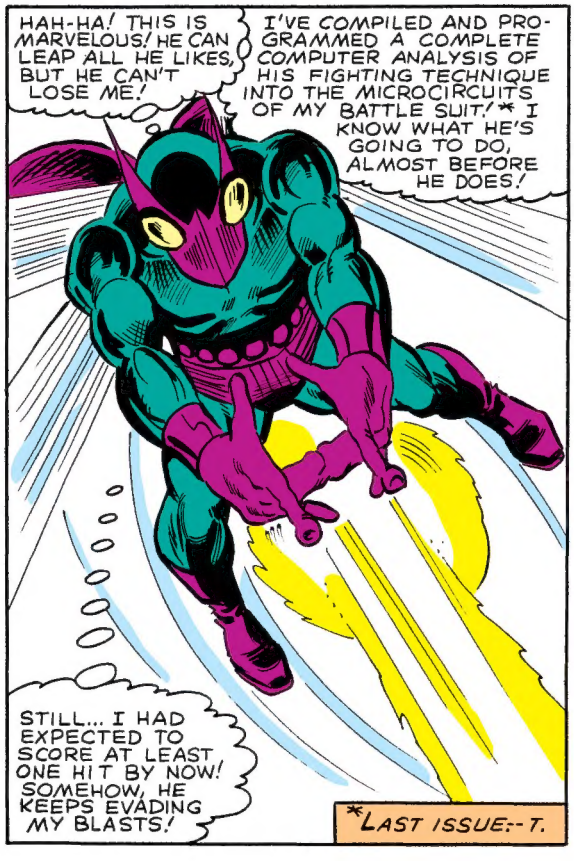

"...THOSE TWO LOOK LIKE THEY'RE PLAYIN' FOR KEEPS!"
YOUR FORM IS IMPROVING, BEETLE! HAVE YOU BEEN WATCHING "BOWLING FOR DOLLARS" AGAIN?
KRUMM
JOKE WHILE YOU CAN, SPIDER-MAN! SOONER OR LATER, YOU MUST ATTACK ME!

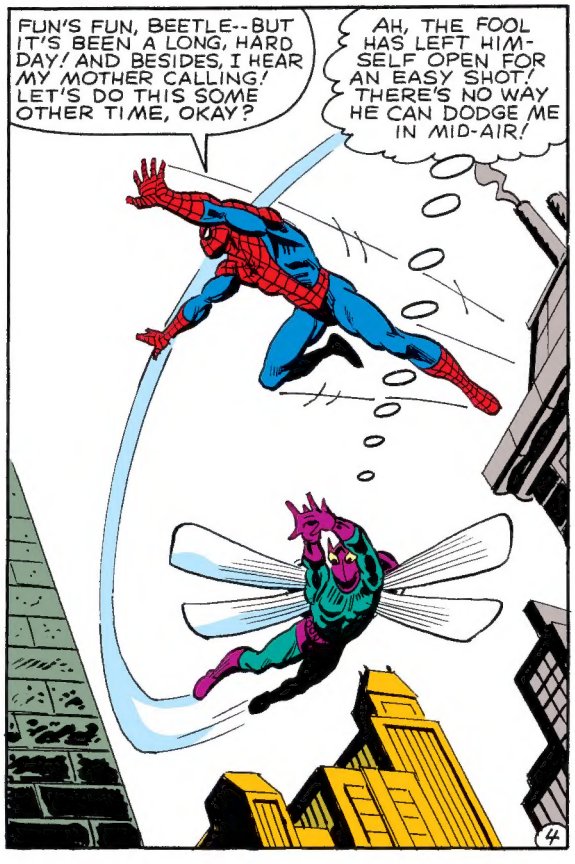

IF THAT'S NOT AN INVITATION, I DON'T KNOW WHAT IS!
OH, IT IS, INDEED!

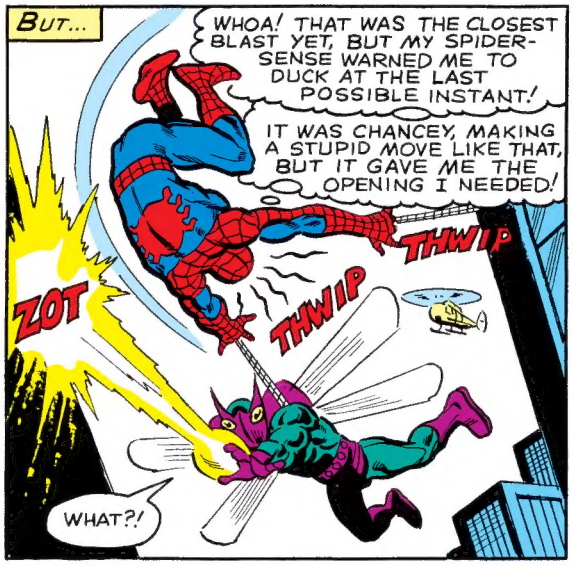

AND WHILE SPIDER-MAN IS STILL IN MID-LEAP, THE BEETLE SUDDENLY WHEELS AROUND, LATCHING ONTO THE WEB-SPINNER WITH HIS SUCTION GRIPPERS AND...
KRUNG
HEY!

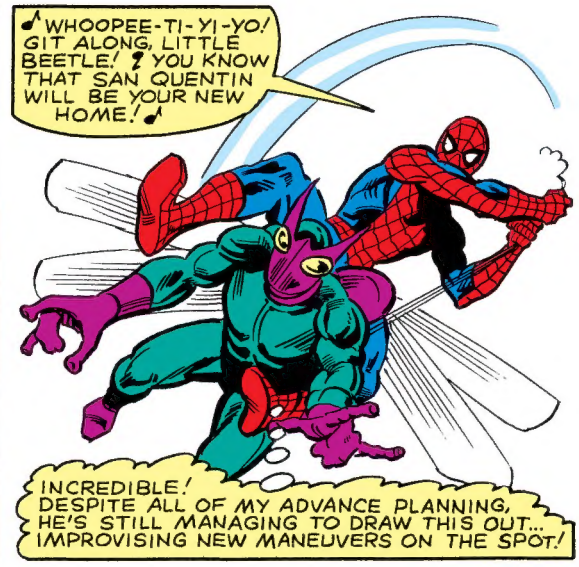

I'VE BEEN EXPECTING JUST SUCH A MOVE FROM YOU, SPIDER-MAN! YOU ARE QUITE PREDICTABLE, YOU KNOW! HAH-HAH-HA!
THWIP
I GET THE DISTINCT IMPRESSION THAT HE'S NOT KIDDING! AW, BUT THAT'S CRAZY! I'VE ONLY FOUGHT THE BEETLE THREE TIMES IN THE PAST--HE COULDN'T POSSIBLY ANTICIPATE MY MOVES!
HALF THE TIME, I DON'T KNOW WHAT I'M GOING TO DO NEXT!

YIPES! NO SOONER DO I TOUCH DOWN, THEN HE STARTS TRYING TO ZAP ME AGAIN!
HE'S GETTING TOO DARNED CLOSE FOR COMFORT! IF IT WASN'T FOR MY SPIDER-SENSE, WARNING ME WHEN TO ZIG AND ZAG, I'D BE QUICK-FRIED!
ZAKK
ZOW

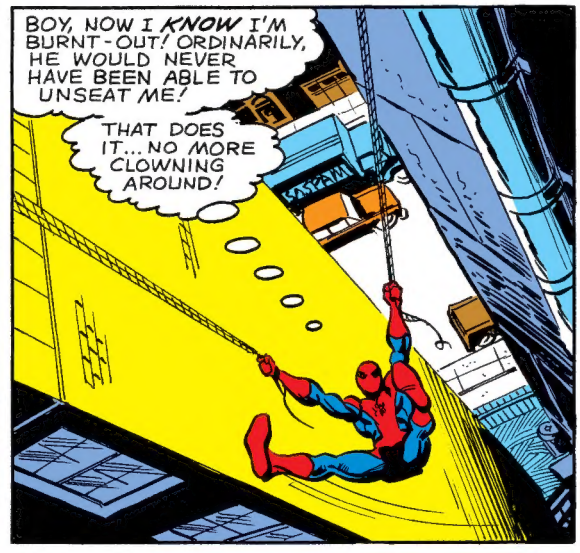

HAH-HA! THIS IS MARVELOUS! HE CAN LEAP ALL HE LIKES, BUT HE CAN'T LOSE ME!
I'VE COMPILED AND PROGRAMMED A COMPLETE COMPUTER ANALYSIS OF HIS FIGHTING TECHNIQUE INTO THE MICROCIRCUITS OF MY BATTLE SUIT!* I KNOW WHAT HE'S GOING TO DO, ALMOST BEFORE HE DOES!
STILL... I HAD EXPECTED TO SCORE AT LEAST ONE HIT BY NOW! SOMEHOW, HE KEEPS EVADING MY BLASTS!
*LAST ISSUE:--T.

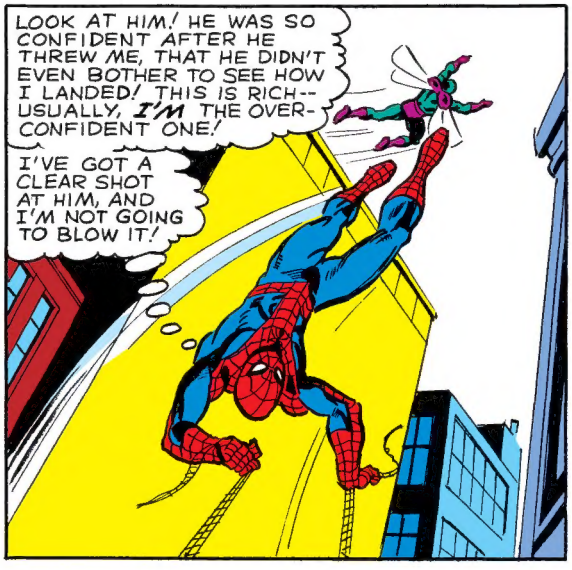

FUN'S FUN, BEETLE--BUT IT'S BEEN A LONG, HARD DAY! AND BESIDES, I HEAR MY MOTHER CALLING! LET'S DO THIS SOME OTHER TIME, OKAY?
AH, THE FOOL HAS LEFT HIMSELF OPEN FOR AN EASY SHOT! THERE'S NO WAY HE CAN DODGE ME IN MID-AIR!

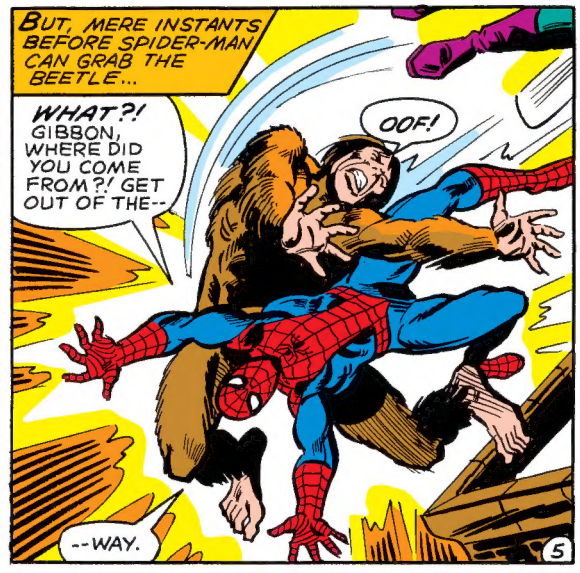

BUT...
WHOA! THAT WAS THE CLOSEST BLAST YET, BUT MY SPIDER-SENSE WARNED ME TO DUCK AT THE LAST POSSIBLE INSTANT!
IT WAS CHANCEY, MAKING A STUPID MOVE LIKE THAT, BUT IT GAVE ME THE OPENING I NEEDED!
ZOT
THWIP
THWIP
WHAT?!


♪WHOOPEE-TI-YI-YO! GIT ALONG, LITTLE BEETLE! ♪ YOU KNOW THAT SAN QUENTIN WILL BE YOUR NEW HOME!♪
INCREDIBLE! DESPITE ALL OF MY ADVANCE PLANNING, HE'S STILL MANAGING TO DRAW THIS OUT... IMPROVISING NEW MANEUVERS ON THE SPOT!

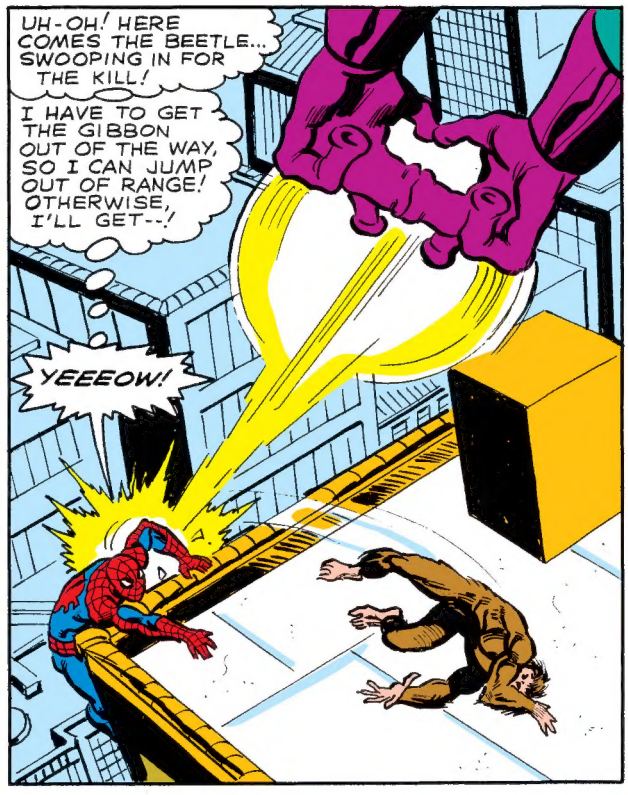
YOU'RE A CLEVER ADVERSARY, SPIDER-MAN... AND MUCH MORE AGILE THAN EVEN I SUSPECTED!
BUT MY WINGS GIVE ME AN AIRBORNE MANEUVERABILITY WHICH EVEN YOU CANNOT MATCH!
WHUP!


BOY, NOW I KNOW I'M BURNT-OUT! ORDINARILY, HE WOULD NEVER HAVE BEEN ABLE TO UNSEAT ME!
THAT DOES IT... NO MORE CLOWNING AROUND!

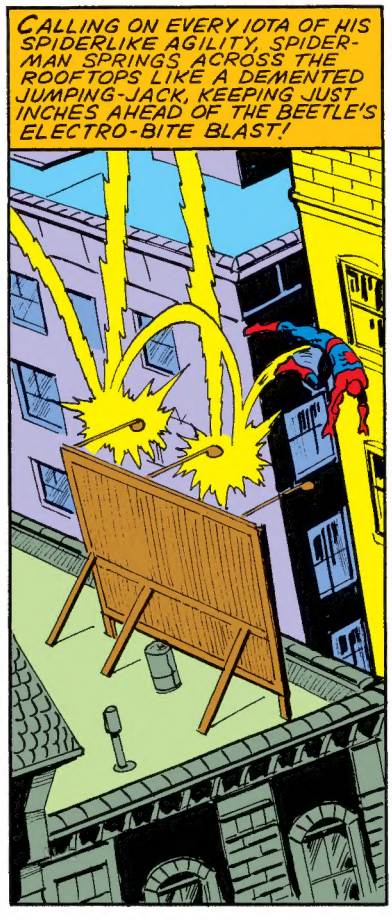

LOOK AT HIM! HE WAS SO CONFIDENT AFTER HE THREW ME, THAT HE DIDN'T EVEN BOTHER TO SEE HOW I LANDED! THIS IS RICH-- USUALLY, I'M THE OVER-CONFIDENT ONE!
I'VE GOT A CLEAR SHOT AT HIM, AND I'M NOT GOING TO BLOW IT!


BUT, MERE INSTANTS BEFORE SPIDER-MAN CAN GRAB THE BEETLE...
WHAT?! GIBBON, WHERE DID YOU COME FROM?! GET OUT OF THE--
OOF!
--WAY.

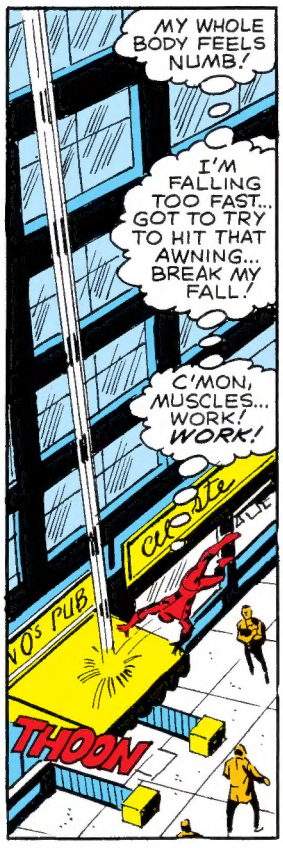
HE... WASN'T PAYING ATTENTION... TO ME. I... THOUGHT I... COULD HELP!
OH, GREAT! MARTY'S PUNCHIER THAN I AM, AND HE'S STILL TRYING TO PROVE HIMSELF!

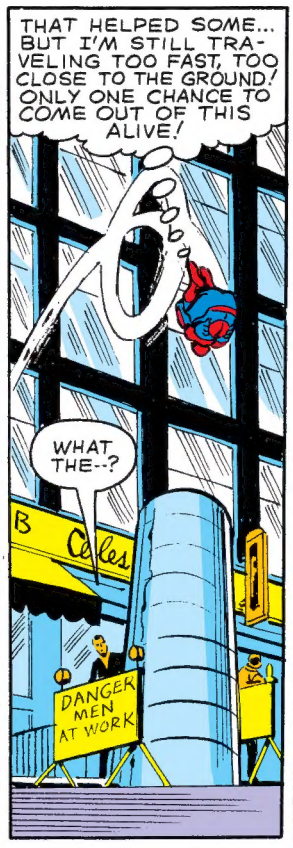

UH-OH! HERE COMES THE BEETLE... SWOOPING IN FOR THE KILL!
I HAVE TO GET THE GIBBON OUT OF THE WAY, SO I CAN JUMP OUT OF RANGE! OTHERWISE, I'LL GET--!
YEEEOW!

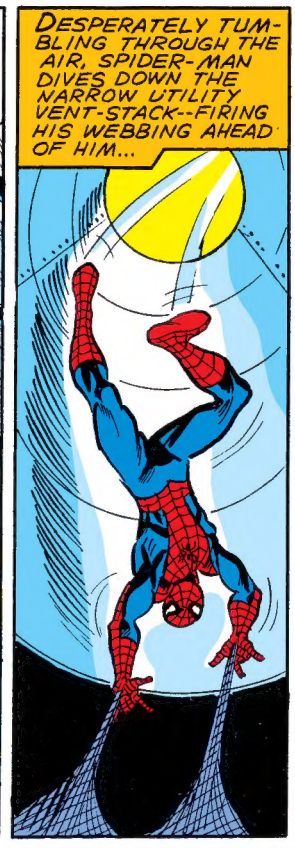
THAT BLAST MUST HAVE FRIED HALF THE NERVE ENDINGS IN MY BODY! I FEEL LIKE I'VE JUST GONE TEN ROUNDS WITH THE HULK!
THWIP
I HAVE TO KEEP MOVING! IF HE ZAPS ME AGAIN, IT'LL BE ALL OVER!

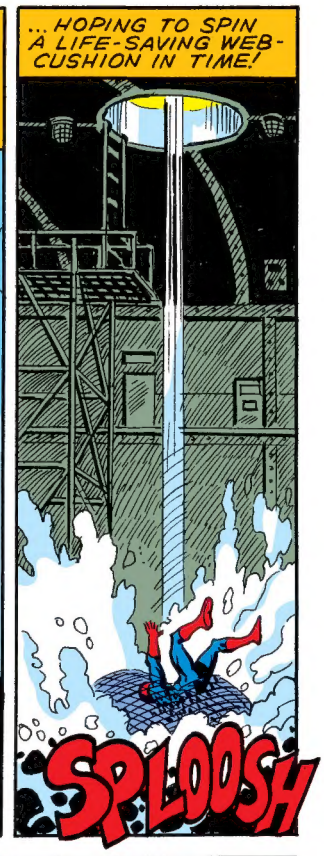

CALLING ON EVERY IOTA OF HIS SPIDERLIKE AGILITY, SPIDER-MAN SPRINGS ACROSS THE ROOFTOPS LIKE A DEMENTED JUMPING-JACK, KEEPING JUST INCHES AHEAD OF THE BEETLE'S ELECTRO-BITE BLAST!

BUT, INEVITABLY, EVEN HE TIRES. AND THEN...
ZOW
EPIC

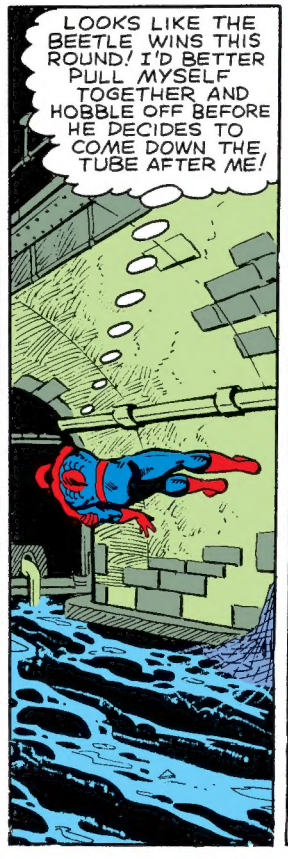

MY WHOLE BODY FEELS NUMB!
I'M FALLING TOO FAST... GOT TO TRY TO HIT THAT AWNING... BREAK MY FALL!
C'MON, MUSCLES... WORK! WORK!
VO'S PUB
THOON


THAT HELPED SOME... BUT I'M STILL TRAVELING TOO FAST, TOO CLOSE TO THE GROUND! ONLY ONE CHANCE TO COME OUT OF THIS ALIVE!
WHAT THE--?
DANGER MEN AT WORK

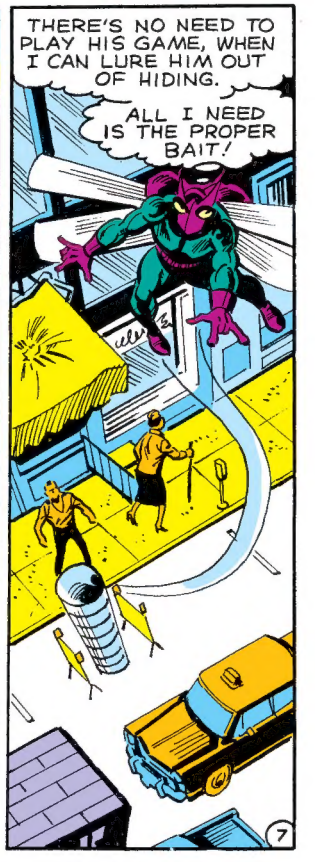

DESPERATELY TUMBLING THROUGH THE AIR, SPIDER-MAN DIVES DOWN THE NARROW UTILITY VENT-STACK--FIRING HIS WEBBING AHEAD OF HIM...

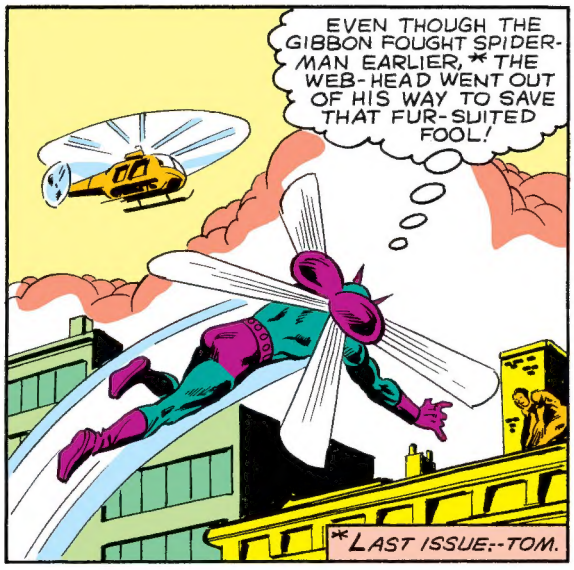

... HOPING TO SPIN A LIFE-SAVING WEB-CUSHION IN TIME!
SPLOOSH

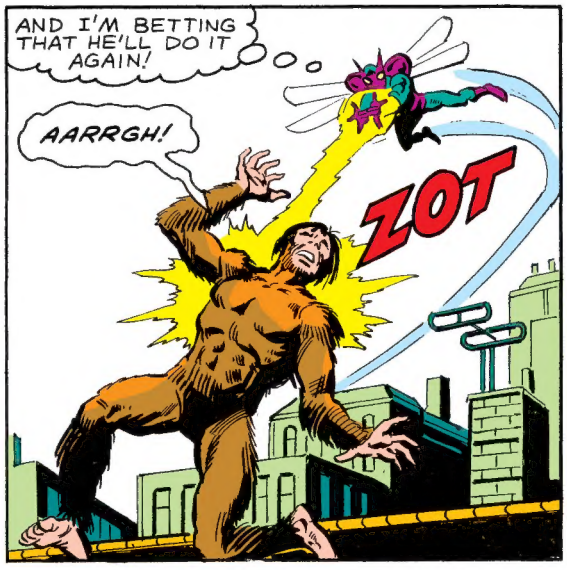
I MUST STILL BE ALIVE! HEAVEN WOULDN'T SMELL SO BAD, AND THE OTHER PLACE WOULDN'T BE ALL WET AND CLAMMY!
OWTCH! IT FEELS LIKE MY LEFT SIDE TOOK THE WORST OF IT! THE ARM IS REALLY WASTED!

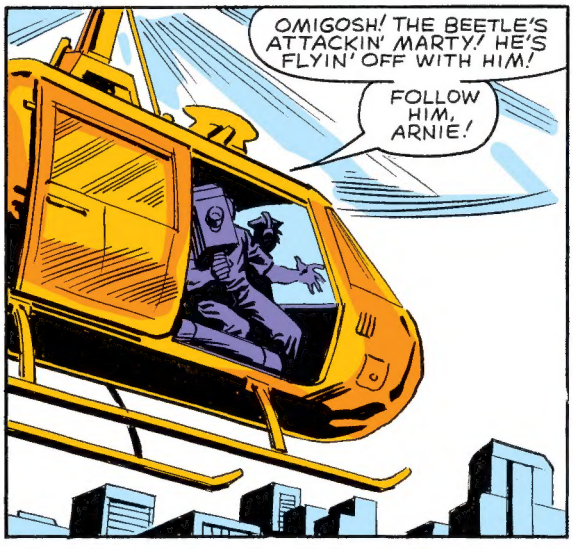

LOOKS LIKE THE BEETLE WINS THIS ROUND! I'D BETTER PULL MYSELF TOGETHER AND HOBBLE OFF BEFORE HE DECIDES TO COME DOWN THE TUBE AFTER ME!

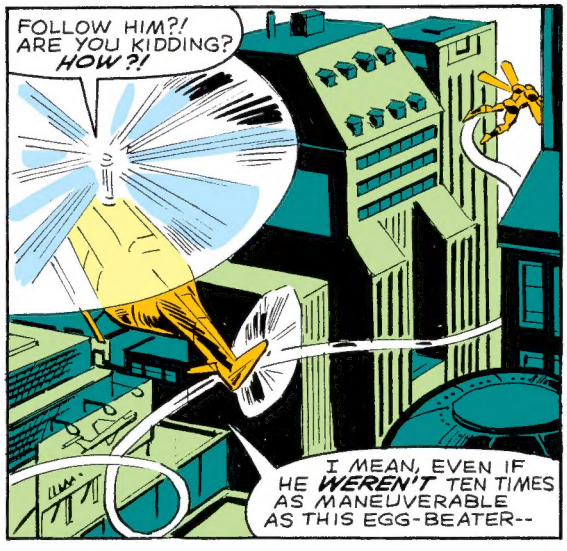
BUT, AT THE TOP OF THE STACK...
IT'S BLACK AS PITCH DOWN THERE! NO DOUBT, SPIDER-MAN IS LYING IN WAIT--PREPARING TO AMBUSH ME THE MINUTE I STICK MY HEAD DOWN THERE!
I'LL NOT FALL FOR THAT OLD TRICK!


THERE'S NO NEED TO PLAY HIS GAME, WHEN I CAN LURE HIM OUT OF HIDING.
ALL I NEED IS THE PROPER BAIT!

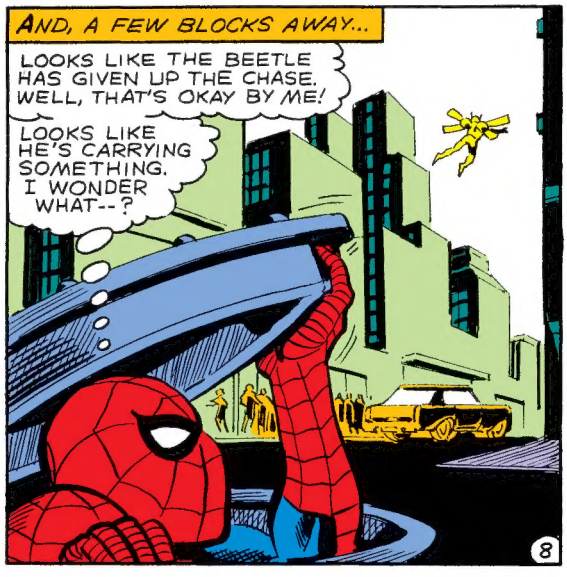

EVEN THOUGH THE GIBBON FOUGHT SPIDER-MAN EARLIER,* THE WEB-HEAD WENT OUT OF HIS WAY TO SAVE THAT FUR-SUITED FOOL!
*LAST ISSUE:--TOM.

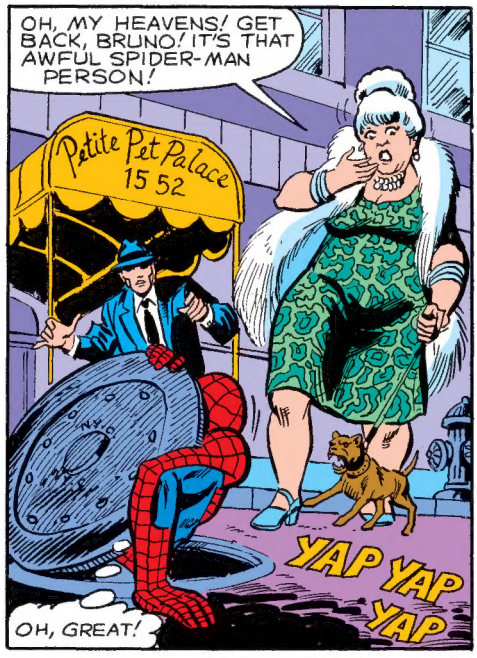

AND I'M BETTING THAT HE'LL DO IT AGAIN!
AARRGH!
ZOT

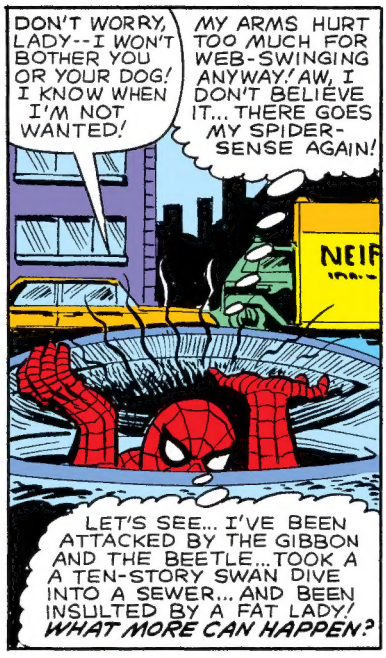

OMIGOSH! THE BEETLE'S ATTACKIN' MARTY! HE'S FLYIN' OFF WITH HIM!
FOLLOW HIM, ARNIE!

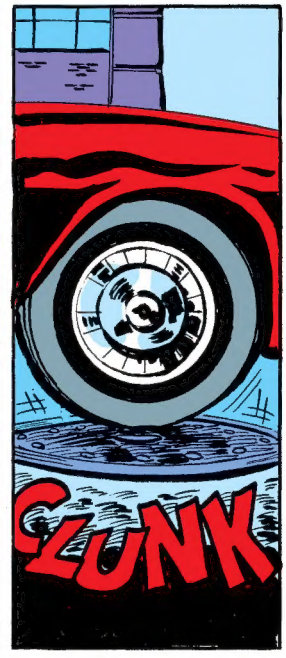

FOLLOW HIM?! ARE YOU KIDDING? HOW?!
I MEAN, EVEN IF HE WEREN'T TEN TIMES AS MANEUVERABLE AS THIS EGG-BEATER--

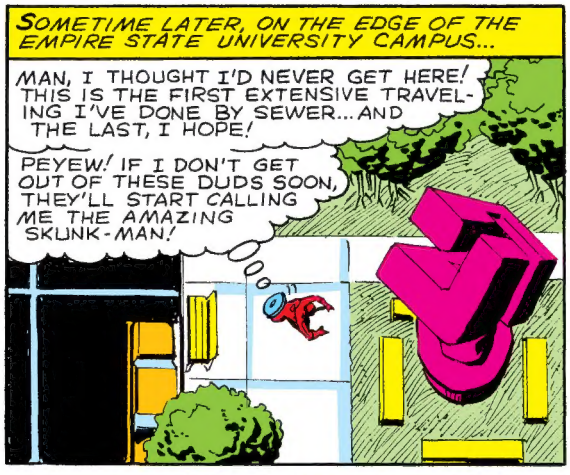
--WE STILL WOULDN'T HAVE A CHANCE OF KEEPING UP WITH HIM! WE'VE BEEN FLYING AROUND ALL AFTERNOON, JACK! WE'RE ALMOST OUT OF GAS!
BUT MARTY'S IN DANGER!
ALL WE CAN DO IS CALL THE POLICE AND HOPE FOR THE BEST!

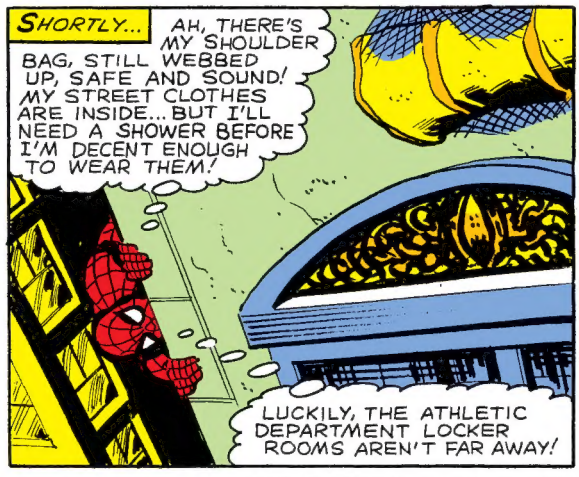

AND, A FEW BLOCKS AWAY...
LOOKS LIKE THE BEETLE HAS GIVEN UP THE CHASE. WELL, THAT'S OKAY BY ME!
LOOKS LIKE HE'S CARRYING SOMETHING. I WONDER WHAT--?

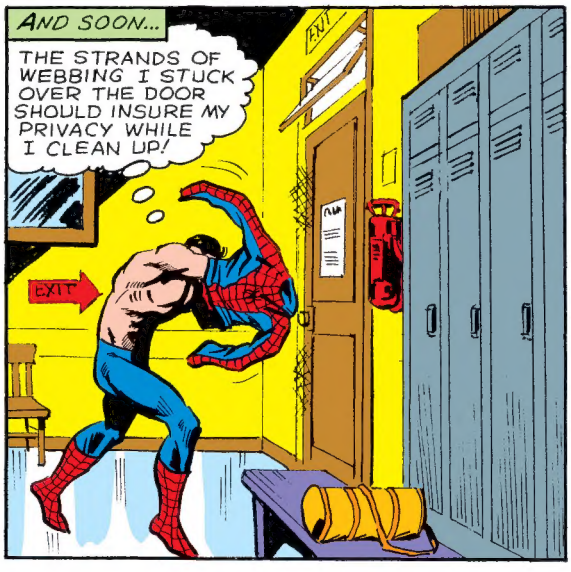

OH, MY HEAVENS! GET BACK, BRUNO! IT'S THAT AWFUL SPIDER-MAN PERSON!
Petite Pet Palace 1552
YAP YAP YAP
OH, GREAT!

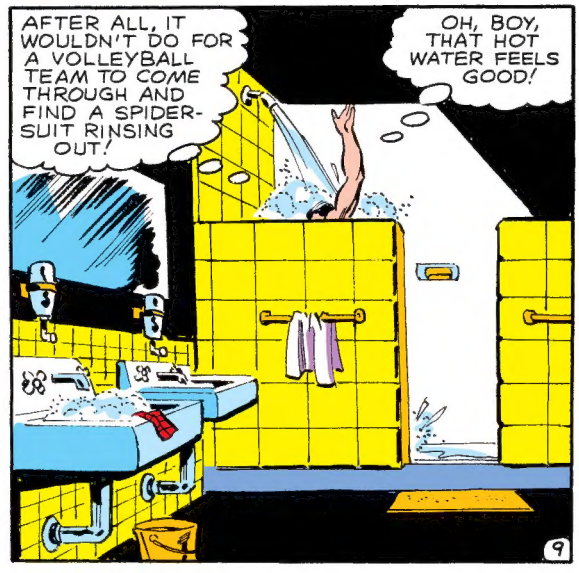

DON'T WORRY, LADY--I WON'T BOTHER YOU OR YOUR DOG! I KNOW WHEN I'M NOT WANTED!
MY ARMS HURT TOO MUCH FOR WEB-SWINGING ANYWAY! AW, I DON'T BELIEVE IT... THERE GOES MY SPIDER-SENSE AGAIN!
LET'S SEE... I'VE BEEN ATTACKED BY THE GIBBON AND THE BEETLE...TOOK A A TEN-STORY SWAN DIVE INTO A SEWER... AND BEEN INSULTED BY A FAT LADY! WHAT MORE CAN HAPPEN?

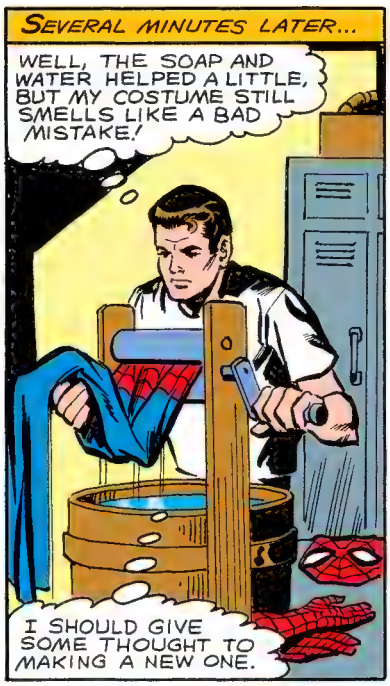

CLUNK

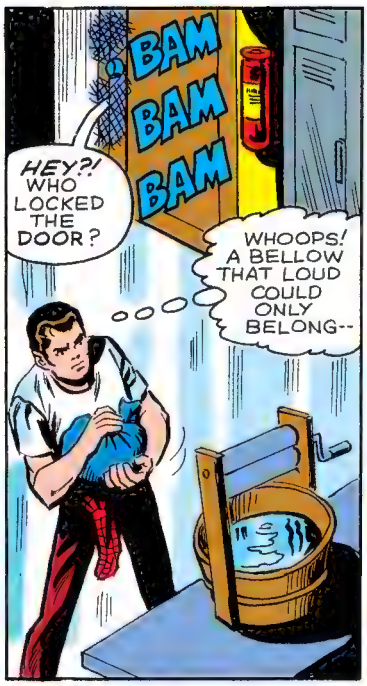

SOMETIME LATER, ON THE EDGE OF THE EMPIRE STATE UNIVERSITY CAMPUS...
MAN, I THOUGHT I'D NEVER GET HERE! THIS IS THE FIRST EXTENSIVE TRAVELING I'VE DONE BY SEWER... AND THE LAST, I HOPE!
PEYEW! IF I DON'T GET OUT OF THESE DUDS SOON, THEY'LL START CALLING ME THE AMAZING SKUNK-MAN!


SHORTLY...
AH, THERE'S MY SHOULDER BAG, STILL WEBBED UP, SAFE AND SOUND! MY STREET CLOTHES ARE INSIDE... BUT I'LL NEED A SHOWER BEFORE I'M DECENT ENOUGH TO WEAR THEM!
LUCKILY, THE ATHLETIC DEPARTMENT LOCKER ROOMS AREN'T FAR AWAY!

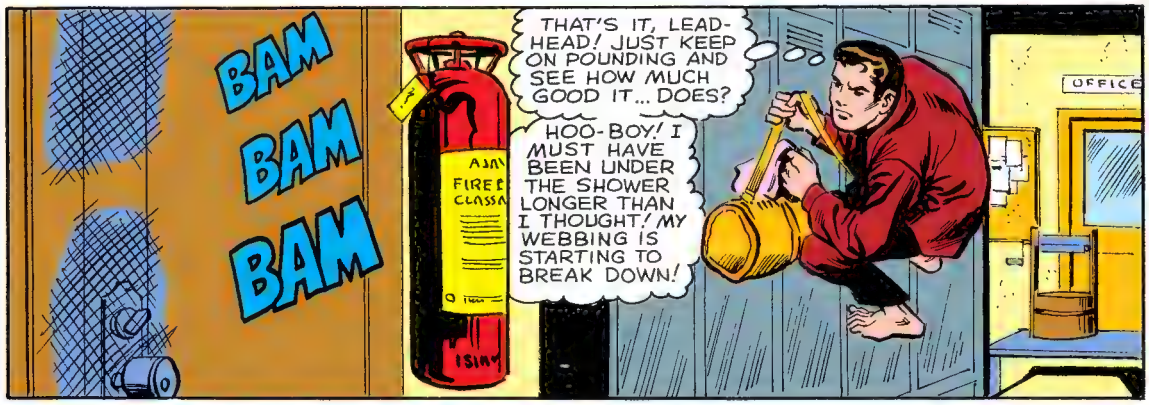

AND SOON...
THE STRANDS OF WEBBING I STUCK OVER THE DOOR SHOULD INSURE MY PRIVACY WHILE I CLEAN UP!
EXIT
EXIT


AFTER ALL, IT WOULDN'T DO FOR A VOLLEYBALL TEAM TO COME THROUGH AND FIND A SPIDER-SUIT RINSING OUT!
OH, BOY, THAT HOT WATER FEELS GOOD!


SEVERAL MINUTES LATER...
WELL, THE SOAP AND WATER HELPED A LITTLE, BUT MY COSTUME STILL SMELLS LIKE A BAD MISTAKE!
I SHOULD GIVE SOME THOUGHT TO MAKING A NEW ONE.


BAM BAM BAM
HEY?! WHO LOCKED THE DOOR?
WHOOPS! A BELLOW THAT LOUD COULD ONLY BELONG--

"-- TO THE EVER-POPULAR COACH BARNSTORM!"*
#%+=@!! NOBODY'S AUTHORIZED TO LOCK THIS DOOR BUT ME! OPEN UP, YA HEAR? OPEN THIS DOOR!!
*LAST SEEN IN MARVEL TEAM-UP # 108.-- T.


BAM BAM BAM
THAT'S IT, LEAD-HEAD! JUST KEEP ON POUNDING AND SEE HOW MUCH GOOD IT... DOES?
HOO-BOY! I MUST HAVE BEEN UNDER THE SHOWER LONGER THAN I THOUGHT! MY WEBBING IS STARTING TO BREAK DOWN!
OFFICE

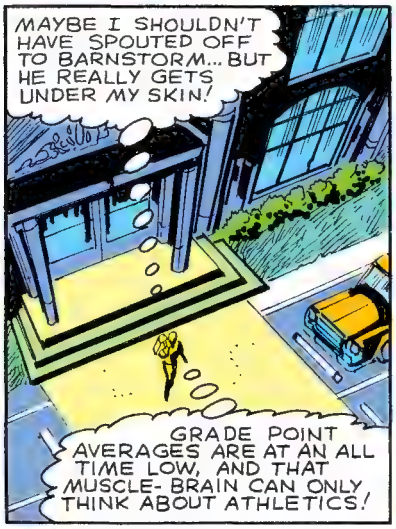
WITH AN ASTOUNDING BURST OF SPEED, PETER PARKER CROSSES THE ROOM, PLUNKS THE EVAPORATING WEBBING FROM THE DOOR, AND...
THERE YOU GO, COACH! THE DOOR WASN'T LOCKED, JUST... AH... JAMMED!
WHU--?

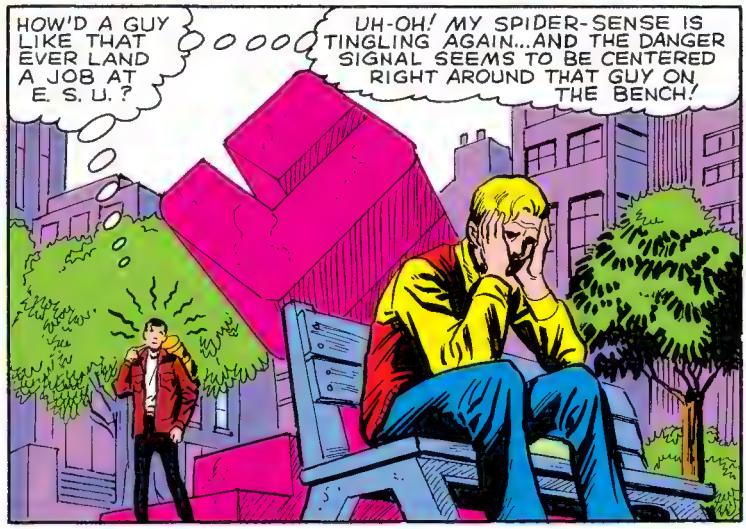
PARKER?! WHY, YOU SCRAWNY EGGHEAD--I SHOULDA KNOWN THAT SOMEONE LIKE YOU'D BE HOGGIN' THE SHOWERS! WHAT DO YOU THINK YOU'RE DOIN' HERE?
FIRST, YOU FLUNK MY STAR BASKETBALL ACE, AND NOW YOU'RE USIN' MY EQUIPMENT?! MISTER, YOU GOT SOME NERVE!

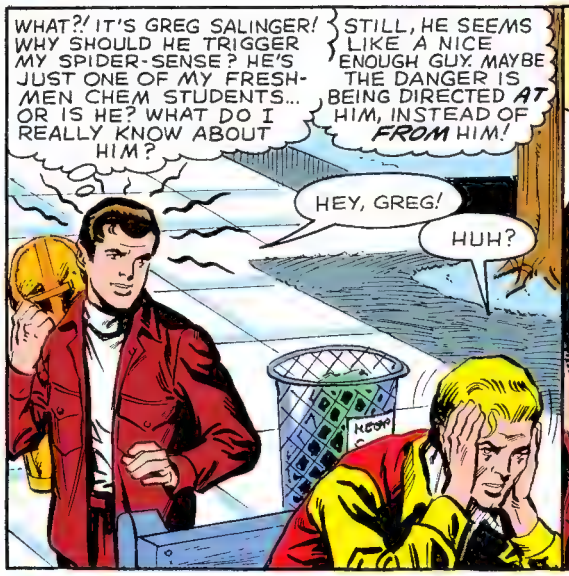
LISTEN, BARNSTORM--AS A TEACHING ASSISTANT, IT'S MY JOB TO SEE THAT MY STUDENTS *LEARN* SOMETHING!
SOMETIMES I HAVE TO HAND OUT FAILING GRADES!

WHAT'S MORE, THIS IS THE SCHOOL'S EQUIPMENT--NOT YOURS! AND DEPARTMENT RULES STATE THAT ALL EMPLOYEES ARE ENTITLED ACCESS TO THIS PLACE!
IF YOU WANT ME BARRED FROM HERE, SPEAK TO THE DEAN.
IN THE MEANTIME, GET OFF MY BACK!

THINK YOU KNOW IT ALL, DON'T YA? WELL, JUST REMEMBER THIS, PARKER--
--YOU'RE ON MY LIST!

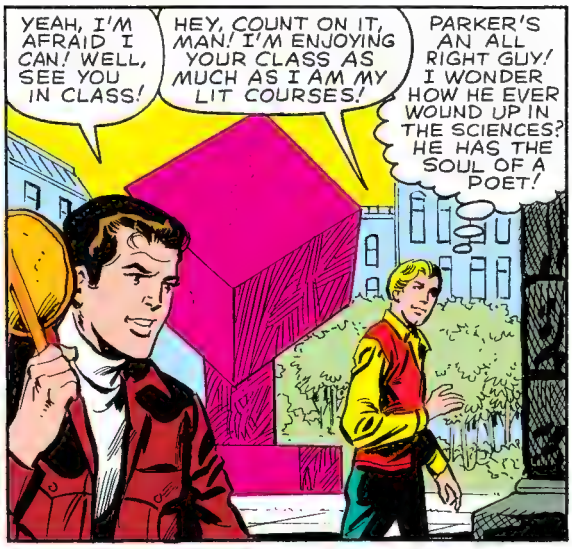

MAYBE I SHOULDN'T HAVE SPOUTED OFF TO BARNSTORM... BUT HE REALLY GETS UNDER MY SKIN!
GRADE POINT AVERAGES ARE AT AN ALL TIME LOW, AND THAT MUSCLE-BRAIN CAN ONLY THINK ABOUT ATHLETICS!

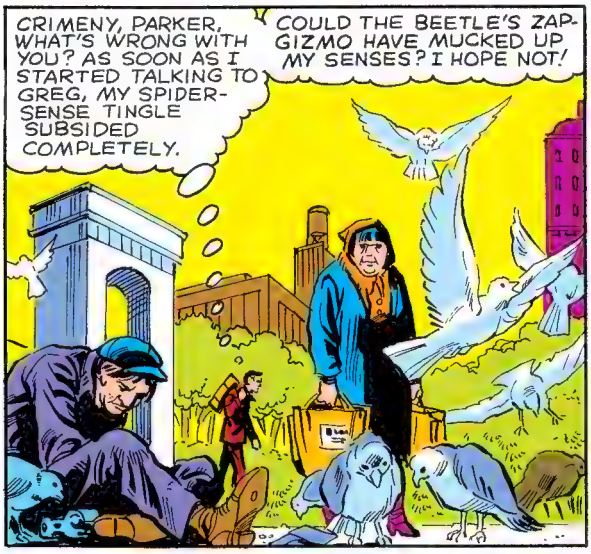

HOW'D A GUY LIKE THAT EVER LAND A JOB AT E. S. U.?
UH-OH! MY SPIDER-SENSE IS TINGLING AGAIN...AND THE DANGER SIGNAL SEEMS TO BE CENTERED RIGHT AROUND THAT GUY ON THE BENCH!


WHAT?! IT'S GREG SALINGER! WHY SHOULD HE TRIGGER MY SPIDER-SENSE? HE'S JUST ONE OF MY FRESHMEN CHEM STUDENTS... OR IS HE? WHAT DO I REALLY KNOW ABOUT HIM?
STILL, HE SEEMS LIKE A NICE ENOUGH GUY. MAYBE THE DANGER IS BEING DIRECTED *AT* HIM, INSTEAD OF *FROM* HIM!
HEY, GREG!
HUH?

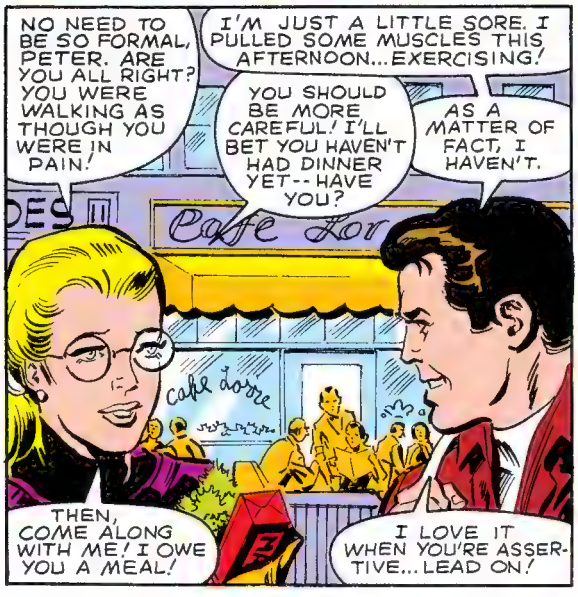
WHY SO GLUM? I THOUGHT I HAD A MONOPOLY ON DARK CLOUDS AROUND HERE!
HEY, PARKER! HOWZIT GOING? YOU OKAY? YOU LOOK KINDA WASTED!
I'VE HAD BETTER DAYS. AND YOU--?
NOT TOO BAD, JUST THE USUAL HASSLES! CAN I DO SOMETHING FOR YOU?

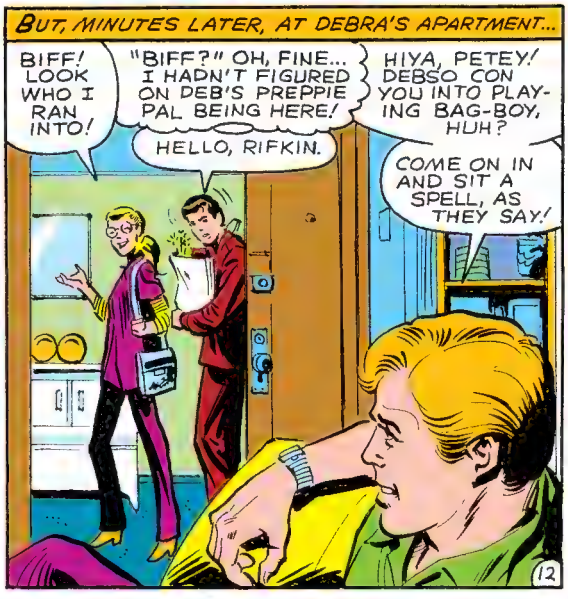
UH...NO, I JUST THOUGHT YOU LOOKED LIKE YOU NEEDED SOMEONE TO TALK TO.
I SUPPOSE I HAVE BEEN A LITTLE DOWN TODAY. I'M STILL HAVING PROBLEMS WITH THE REGISTRAR'S OFFICE. NOW THEY'VE LOST THE PAPERWORK ON MY GRANT-IN-AID!
CAN YOU BELIEVE IT?!


YEAH, I'M AFRAID I CAN! WELL, SEE YOU IN CLASS!
HEY, COUNT ON IT, MAN! I'M ENJOYING YOUR CLASS AS MUCH AS I AM MY LIT COURSES!
PARKER'S AN ALL RIGHT GUY! I WONDER HOW HE EVER WOUND UP IN THE SCIENCES? HE HAS THE SOUL OF A POET!


CRIMENY, PARKER, WHAT'S WRONG WITH YOU? AS SOON AS I STARTED TALKING TO GREG, MY SPIDER-SENSE TINGLE SUBSIDED COMPLETELY.
COULD THE BEETLE'S ZAP-GIZMO HAVE MUCKED UP MY SENSES? I HOPE NOT!

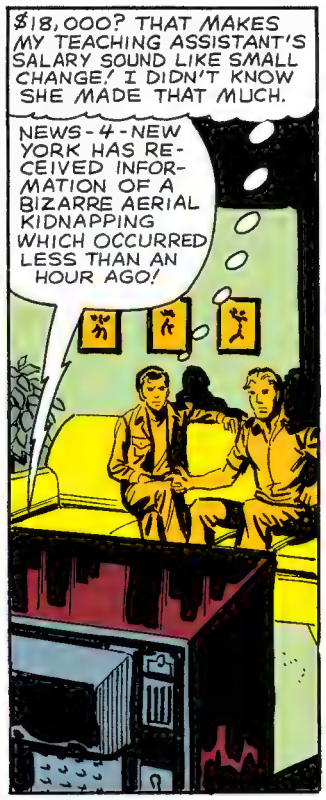
IT'S OFTEN HARD TO FIGURE OUT JUST WHAT DANGER MY SPIDER-SENSE IS WARNING ME OF-- BUT THAT OLD TINGLE HAS SAVED MY HIDE MORE TIMES THAN I CARE TO REMEMBER!
PETER? IS THAT YOU?
PAPA'S DELICATESSEN GROCERY PLUS
EH? OH... DEBRA WHITMAN...HI.

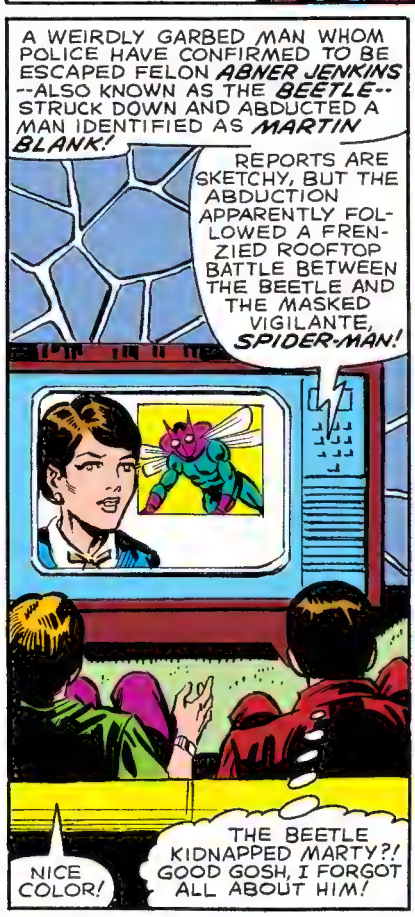

NO NEED TO BE SO FORMAL, PETER. ARE YOU ALL RIGHT? YOU WERE WALKING AS THOUGH YOU WERE IN PAIN!
I'M JUST A LITTLE SORE. I PULLED SOME MUSCLES THIS AFTERNOON...EXERCISING!
YOU SHOULD BE MORE CAREFUL! I'LL BET YOU HAVEN'T HAD DINNER YET-- HAVE YOU?
AS A MATTER OF FACT, I HAVEN'T.
Cafe Lor
cafe lorre
THEN, COME ALONG WITH ME! I OWE YOU A MEAL!
I LOVE IT WHEN YOU'RE ASSERTIVE...LEAD ON!

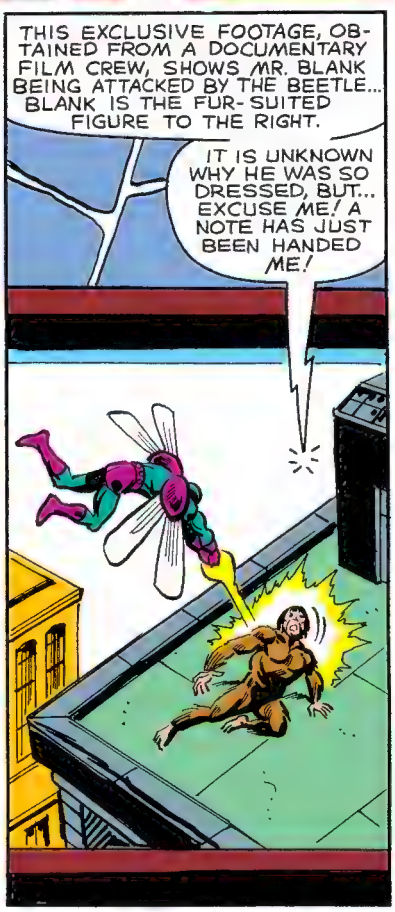

BUT, MINUTES LATER, AT DEBRA'S APARTMENT...
BIFF! LOOK WHO I RAN INTO!
"BIFF?" OH, FINE... I HADN'T FIGURED ON DEB'S PREPPIE PAL BEING HERE!
HIYA, PETEY! DEBSO CON YOU INTO PLAYING BAG-BOY, HUH?
HELLO, RIFKIN.
COME ON IN AND SIT A SPELL, AS THEY SAY!

THIS GUY IS SUCH A TOTAL WASTE! I DON'T KNOW WHAT DEB SEES IN HIM!
I HOPE I'M NOT INTERRUPTING ANYTHING, RIFKIN.
...NOT AVAILABLE IN ANY STORE! ONLY $9.98... $12.98 FOR STEREO CASSETTE...
NOT A THING! I WAS JUST FIELD-TESTING OUR GRACIOUS HOSTESS'S NEW VIDEO UNIT, AS IT WERE!

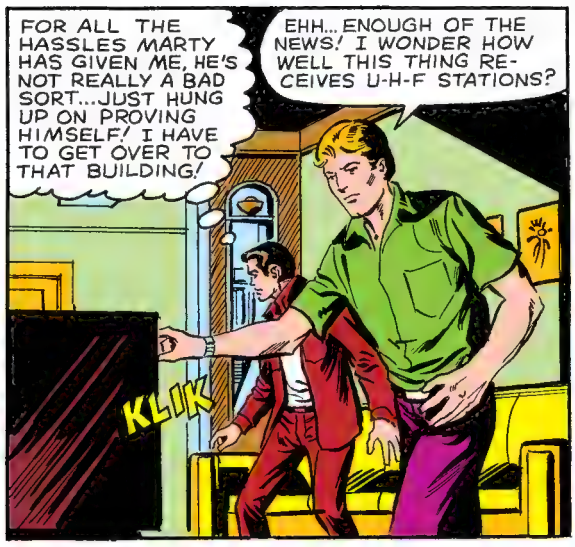
NEW--? WOW, THAT'S A 25-INCH SONY COLOR CONSOLE! HOW'D SHE AFFORD THAT?
THEY ARE A BIT EXPENSIVE, BUT DEBSO MANAGES HER MONEY VERY WELL!
AND SHE IS YOUR DEPARTMENT CHAIRMAN'S SECRETARY... PROBABLY PULLS IN AROUND 18-THOU A YEAR, BEFORE TAXES!

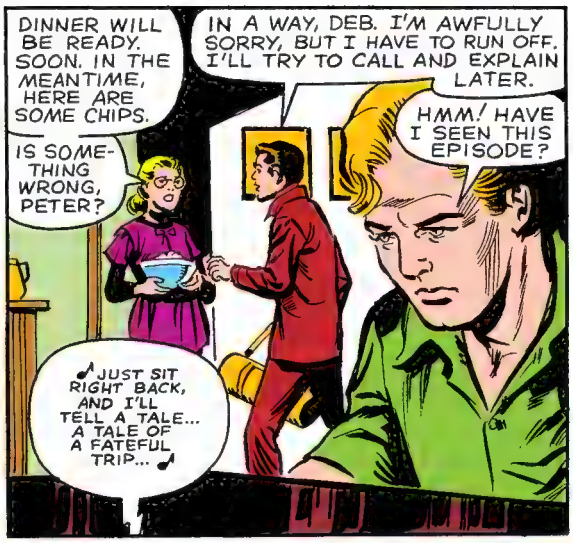

$18,000? THAT MAKES MY TEACHING ASSISTANT'S SALARY SOUND LIKE SMALL CHANGE! I DIDN'T KNOW SHE MADE THAT MUCH.
NEWS-4-NEW YORK HAS RECEIVED INFORMATION OF A BIZARRE AERIAL KIDNAPPING WHICH OCCURRED LESS THAN AN HOUR AGO!

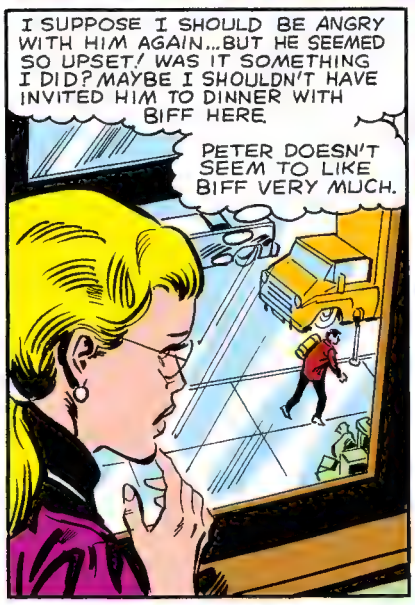

A WEIRDLY GARBED MAN WHOM POLICE HAVE CONFIRMED TO BE ESCAPED FELON ABNER JENKINS --ALSO KNOWN AS THE BEETLE-- STRUCK DOWN AND ABDUCTED A MAN IDENTIFIED AS MARTIN BLANK!
REPORTS ARE SKETCHY, BUT THE ABDUCTION APPARENTLY FOLLOWED A FRENZIED ROOFTOP BATTLE BETWEEN THE BEETLE AND THE MASKED VIGILANTE, SPIDER-MAN!
NICE COLOR!
THE BEETLE KIDNAPPED MARTY?! GOOD GOSH, I FORGOT ALL ABOUT HIM!


THIS EXCLUSIVE FOOTAGE, OBTAINED FROM A DOCUMENTARY FILM CREW, SHOWS MR. BLANK BEING ATTACKED BY THE BEETLE... BLANK IS THE FUR-SUITED FIGURE TO THE RIGHT.
IT IS UNKNOWN WHY HE WAS SO DRESSED, BUT... EXCUSE ME! A NOTE HAS JUST BEEN HANDED ME!

POLICE HAVE RECEIVED A TAPED MESSAGE FROM THE BEETLE--CHALLENGING SPIDER-MAN TO MEET HIM ATOP MANHATTAN'S KRELLER BUILDING WITHIN THE HOUR!
IF SPIDER-MAN DOES NOT SHOW, THE BEETLE THREATENS TO KILL MARTIN BLANK.
MORE ON THAT STORY AS IT DEVELOPS!

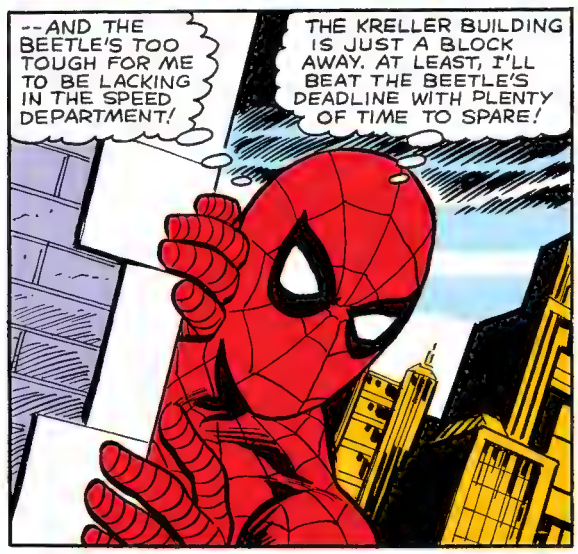

FOR ALL THE HASSLES MARTY HAS GIVEN ME, HE'S NOT REALLY A BAD SORT...JUST HUNG UP ON PROVING HIMSELF! I HAVE TO GET OVER TO THAT BUILDING!
EHH...ENOUGH OF THE NEWS! I WONDER HOW WELL THIS THING RECEIVES U-H-F STATIONS?
KLIK

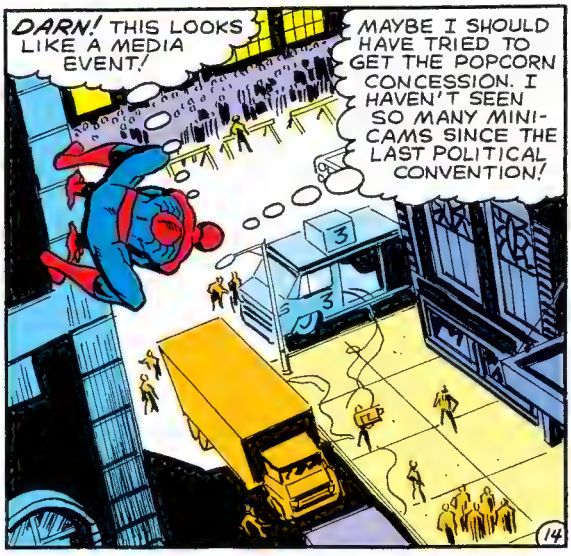

DINNER WILL BE READY. SOON. IN THE MEANTIME, HERE ARE SOME CHIPS.
IN A WAY, DEB. I'M AWFULLY SORRY, BUT I HAVE TO RUN OFF. I'LL TRY TO CALL AND EXPLAIN LATER.
IS SOMETHING WRONG, PETER?
HMM! HAVE I SEEN THIS EPISODE?
♪JUST SIT RIGHT BACK, AND I'LL TELL A TALE... A TALE OF A FATEFUL TRIP...♪


I SUPPOSE I SHOULD BE ANGRY WITH HIM AGAIN...BUT HE SEEMED SO UPSET! WAS IT SOMETHING I DID? MAYBE I SHOULDN'T HAVE INVITED HIM TO DINNER WITH BIFF HERE.
PETER DOESN'T SEEM TO LIKE BIFF VERY MUCH.

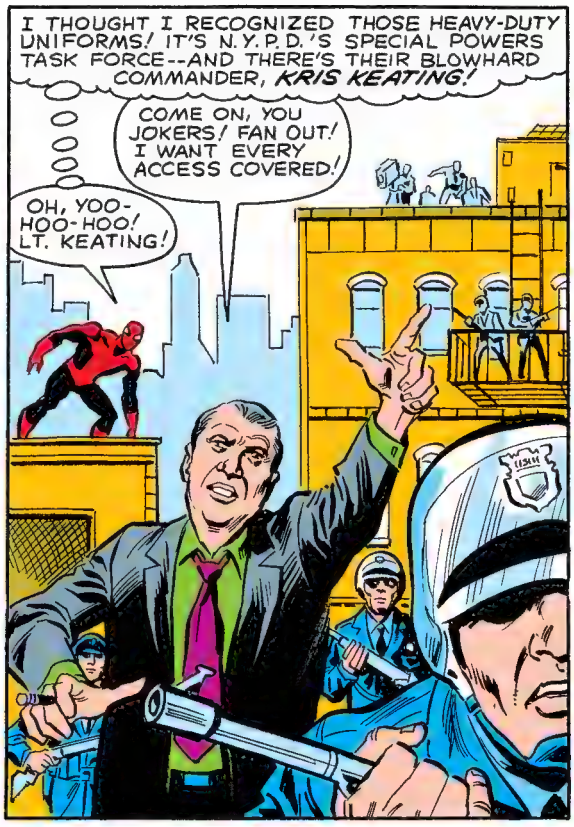
ADMITTEDLY, BIFF CAN BE A LITTLE SELF-CENTERED AT TIMES--BUT HE'S ALWAYS BEEN SO CONSIDERATE TO ME! MORE SO THAN PETER!
PETER IS MUCH NICER, BUT I NEVER KNOW WHEN HE'LL JUST UP AND LEAVE!
WHAT'RE WE EVER GONNA DO, SKIPPER?
I WISH I KNEW, LITTLE BUDDY...I WISH I KNEW!

BUT, EVEN AS DEBRA WHITMAN WRESTLES WITH HER HEART, PETER PARKER HAS ONCE AGAIN DONNED THE COLORFUL GARB OF THE SPECTACULAR SPIDER-MAN!
I HOPE MY SHOULDER DOESN'T SLOW ME DOWN...IT'S STILL A LITTLE STIFF--

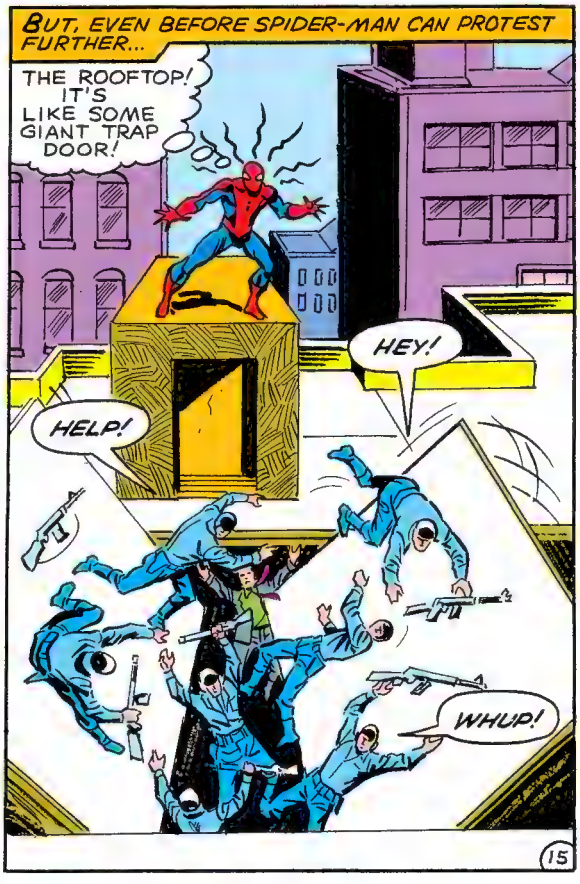

--AND THE BEETLE'S TOO TOUGH FOR ME TO BE LACKING IN THE SPEED DEPARTMENT!
THE KRELLER BUILDING IS JUST A BLOCK AWAY. AT LEAST, I'LL BEAT THE BEETLE'S DEADLINE WITH PLENTY OF TIME TO SPARE!


DARN! THIS LOOKS LIKE A MEDIA EVENT!
MAYBE I SHOULD HAVE TRIED TO GET THE POPCORN CONCESSION. I HAVEN'T SEEN SO MANY MINI-CAMS SINCE THE LAST POLITICAL CONVENTION!

I'M ALL FOR FREEDOM OF THE PRESS, BUT I HOPE THOSE GUYS STAY OUT OF THE WAY. I DON'T WANT TO HAVE TO CONTEND WITH THEM AND THE BEETLE!
THE ROOF OF THE KRELLER BUILDING IS A SEA OF BLUE! WHAT'RE ALL OF THOSE COPS DOING HERE?
OH, NO! NOW WHAT?
HEY, LOOK!
HUH? WHERE?


I THOUGHT I RECOGNIZED THOSE HEAVY-DUTY UNIFORMS! IT'S N.Y.P.D.'S SPECIAL POWERS TASK FORCE--AND THERE'S THEIR BLOWHARD COMMANDER, KRIS KEATING!
COME ON, YOU JOKERS! FAN OUT! I WANT EVERY ACCESS COVERED!
OH, YOO-HOO-HOO! LT. KEATING!

PARDON ME FOR ASKING, BUT WHAT THE DEVIL DO YOU THINK YOU'RE DOING?!
IF THE BEETLE SEES YOUR S.W.A.T. BOYS UP HERE, HE'S LIABLE TO BUZZ OFF TO WHERE I'LL NEVER FIND HIM...AND YOU CAN JUST BET THE GIBBON'S LIFE WON'T BE WORTH A DIME!
THAT'S A RISK WE'LL HAVE TO TAKE! THE BEETLE IS A WANTED FELON...AND THAT MAKES HIM MY BUSINESS!
YOU COSTUMED CLOWNS HAVE GOTTA LEARN THAT YOU CAN'T ENDANGER THE PUBLIC SAFETY WITH YOUR COCKAMAMIE GRUDGE MATCHES!


BUT, EVEN BEFORE SPIDER-MAN CAN PROTEST FURTHER...
THE ROOFTOP! IT'S LIKE SOME GIANT TRAP DOOR!
HEY!
HELP!
WHUP!

AS THE POLICE DISAPPEAR FROM SIGHT, ONE REVOLVING ROOFTOP SECTION SWIVELS 180-DEGREES TO REVEAL...

THE BEETLE!

I DON'T BELIEVE IT! HOW'D YOU RIG THIS UP SO FAST?!

INGENIOUS, ISN'T IT? I MUST ADMIT, THOUGH, THAT I'D PREPARED IT WEEKS AGO, AS PART OF AN EARLIER PLAN TO DEFEAT YOU!

IT ADAPTED NICELY TO HOLDING THE GIBBON!

AS I SURMISED, HE MAKES THE PERFECT BAIT!

S-SPIDER-MAN... I... I'M SORRY...

MEANWHILE, ON ROOFTOPS ACROSS THE STREET...

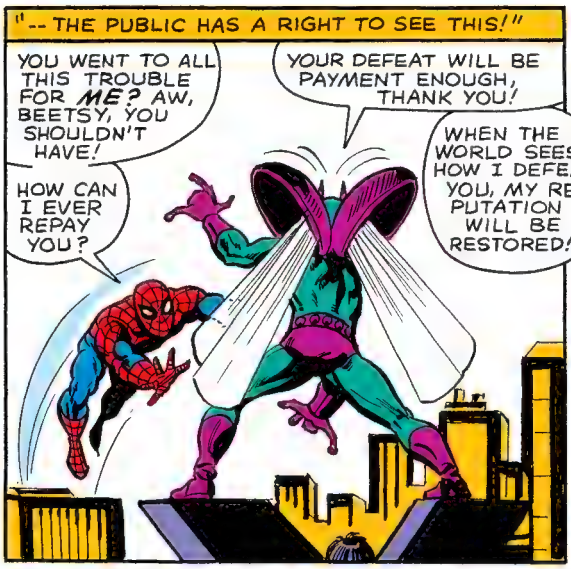
HARRY, THERE'S SOME SORT OF INTER-FERENCE-- THE STATION ISN'T PICKING UP OUR VIDEO!

DEPLOY YOUR MEN, BUT DON'T FIRE UNLESS ORDERED!

YES, SIR!

PLEASE MR. RIVERA --IT COULD GET VERY DANGEROUS UP HERE!

I'M NO STRANGER TO TROUBLE, SERGEANT! DON'T WORRY-- WE'LL STAY OUT OF YOUR WAY... ALL WE ASK IS THAT YOU DO THE SAME! I THINK YOU'LL AGREE--


"-- THE PUBLIC HAS A RIGHT TO SEE THIS!"
YOU WENT TO ALL THIS TROUBLE FOR ME? AW, BEETSY, YOU SHOULDN'T HAVE!
YOUR DEFEAT WILL BE PAYMENT ENOUGH, THANK YOU!
WHEN THE WORLD SEES HOW I DEFEAT YOU, MY REPUTATION WILL BE RESTORED!
HOW CAN I EVER REPAY YOU?

YOU'RE JUST SAYING THAT BECAUSE IT'S TRUE!
SIGH! THAT'S THE STORY OF MY LIFE! PEOPLE JUST WANT TO USE ME AND CAST ME OUT!

OL' BUG-HEAD IS STILL GUESSING MY MOVES, BUT THAT'S NOT QUITE THE SAME THING AS GUESSING MY MOTIVES! HE BUZZED OUT OF THE PATH OF MY ATTACK--
--BUT THAT JUST GIVES ME THE CHANCE I WANTED TO FREE THE GIBBON!
SPIDER-MAN, LOOK OUT!

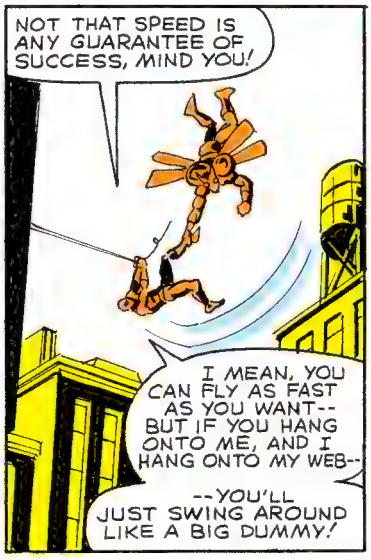
THANKS FOR THE WARNING, MARTY!
EVEN THOUGH I DIDN'T NEED IT! MY SPIDER-SENSE IS STILL GIVING ME AN EDGE ON THE BEETLE!
ZAKK
DIDN'T YOU LEARN ANYTHING THIS AFTERNOON, SPIDER-MAN? IT'S ONLY A MATTER OF TIME BEFORE I BEAT YOU!

HE MAY HAVE A POINT THERE! I'LL NEVER BE ABLE TO HELP THE GIBBON IF I STAY ON THE DEFENSIVE!
I HAVE TO FIGHT BACK!

IT DOESN'T MATTER IF THE BEETLE KNOWS WHAT I'M ABOUT TO DO!

THANKS TO MY SPIDER-SPEED, I CAN STILL MOVE FASTER THAN HE CAN REACT!
WHAM
WHUUNGH!

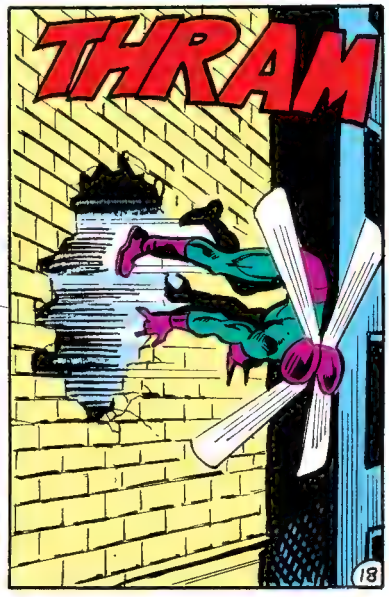
YOU STRUCK ME! THAT SHOULDN'T HAVE BEEN POSSIBLE!
HECK, ANYTHING IS POSSIBLE-- IF YOU'RE FAST ENOUGH!
THWIP

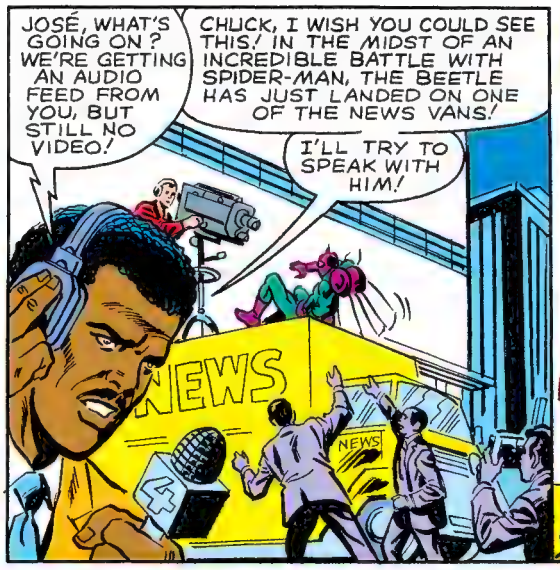

NOT THAT SPEED IS ANY GUARANTEE OF SUCCESS, MIND YOU!
I MEAN, YOU CAN FLY AS FAST AS YOU WANT-- BUT IF YOU HANG ONTO ME, AND I HANG ONTO MY WEB--
--YOU'LL JUST SWING AROUND LIKE A BIG DUMMY!

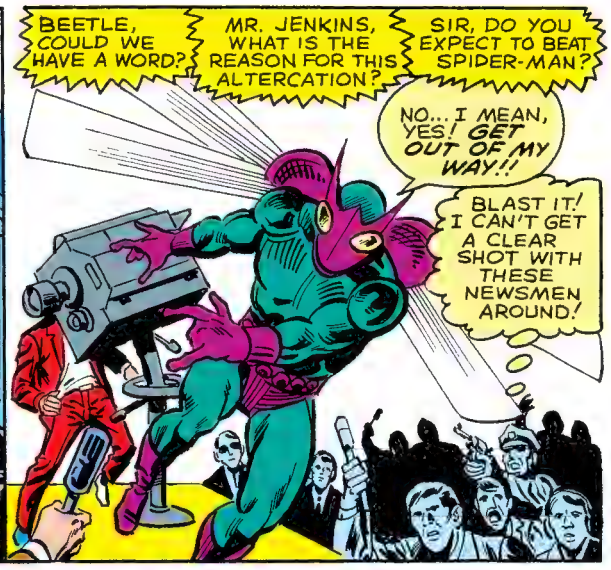
YOU CAN'T LOSE ME THIS WAY!
LOSE YOU? WHY WOULD I WANT TO DO THAT?

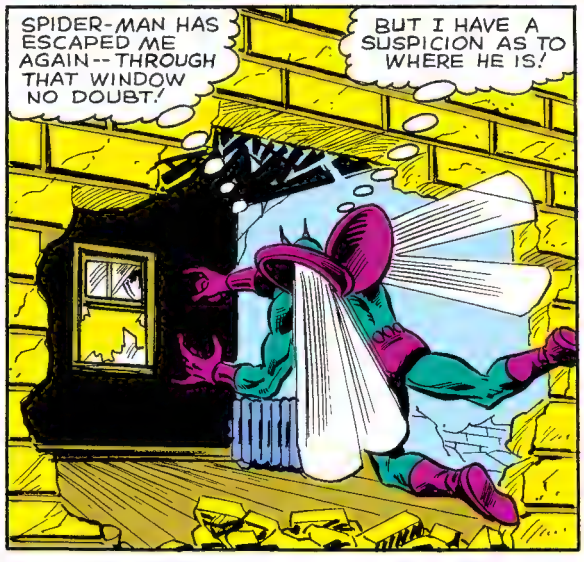
THIS IS JUST STARTING TO BE FUN!
KRASH

WHAT A PAIN! THE MOST SPECTACULAR STORY OF THE MONTH, AND SOMETHING'S KEEPING US FROM GOING ON THE AIR LIVE!
WHAT IS CAUSING THIS INTER-FERENCE?!

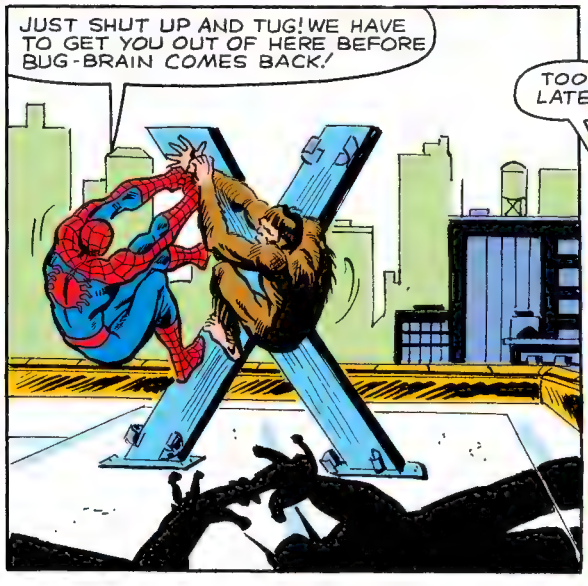

THRAM


JOSÉ, WHAT'S GOING ON? WE'RE GETTING AN AUDIO FEED FROM YOU, BUT STILL NO VIDEO!
CHUCK, I WISH YOU COULD SEE THIS! IN THE MIDST OF AN INCREDIBLE BATTLE WITH SPIDER-MAN, THE BEETLE HAS JUST LANDED ON ONE OF THE NEWS VANS!
I'LL TRY TO SPEAK WITH HIM!
NEWS
NEWS


BEETLE, COULD WE HAVE A WORD?
MR. JENKINS, WHAT IS THE REASON FOR THIS ALTERCATION?
SIR, DO YOU EXPECT TO BEAT SPIDER-MAN?
NO... I MEAN, YES! GET OUT OF MY WAY!!
BLAST IT! I CAN'T GET A CLEAR SHOT WITH THESE NEWSMEN AROUND!

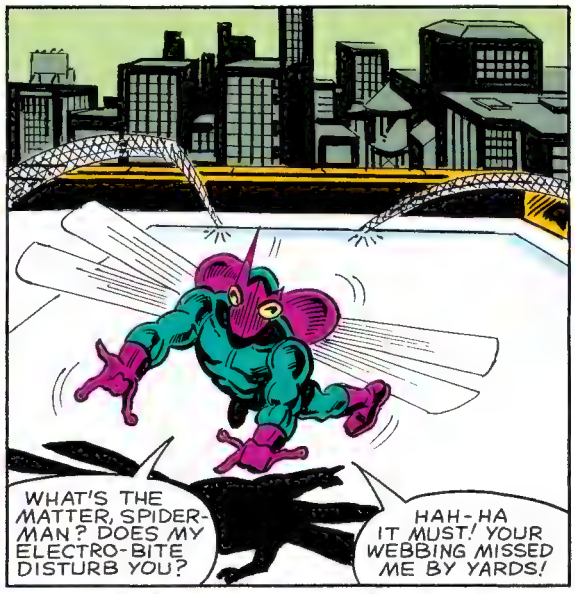

SPIDER-MAN HAS ESCAPED ME AGAIN--THROUGH THAT WINDOW NO DOUBT!
BUT I HAVE A SUSPICION AS TO WHERE HE IS!

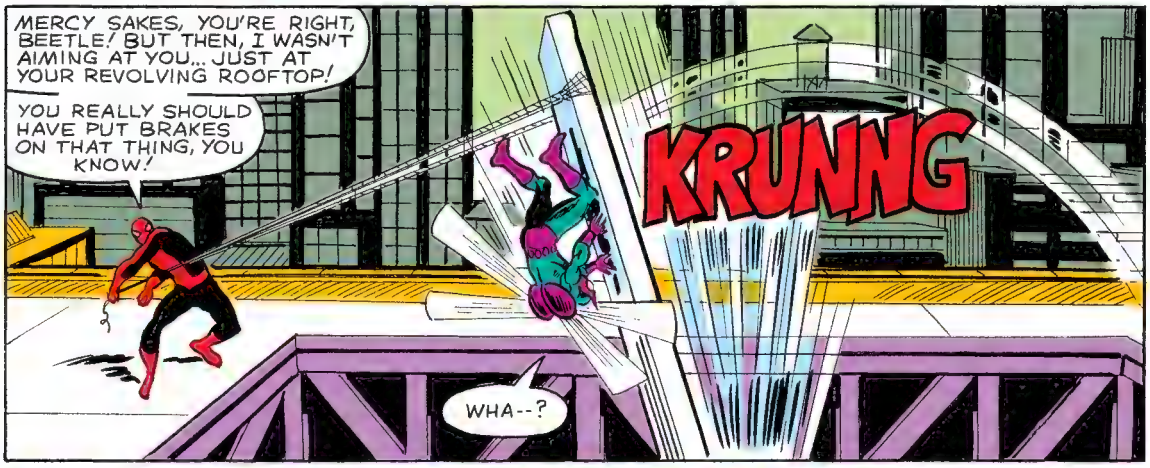
AT THAT MOMENT...
THREE DOWN, ONE TO GO!
KRAK
SPIDER-MAN...I REALLY DON'T KNOW WHAT TO SAY!

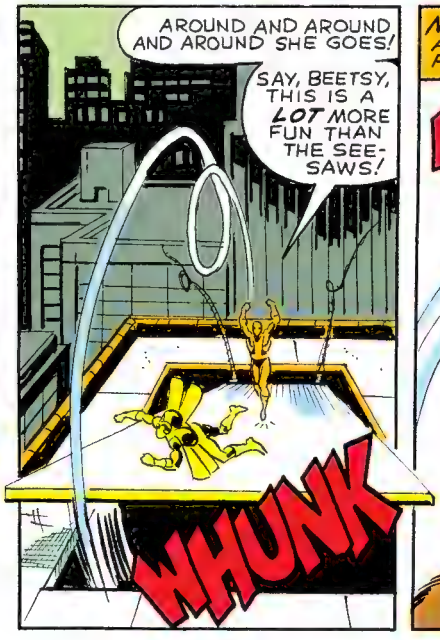

JUST SHUT UP AND TUG! WE HAVE TO GET YOU OUT OF HERE BEFORE BUG-BRAIN COMES BACK!
TOO LATE!

ZZOW
AWK!

WE WERE LUCKY THIS TIME...MARTY WAS ONLY SLIGHTLY DAZED BY THAT BLAST! STILL, THIS DUCKING AND DODGING IS GETTING OLD REAL FAST!
HEY! ENOUGH ALREADY WITH THE FUNKY BLASTS, OKAY?


WHAT'S THE MATTER, SPIDER-MAN? DOES MY ELECTRO-BITE DISTURB YOU?
HAH-HA IT MUST! YOUR WEBBING MISSED ME BY YARDS!

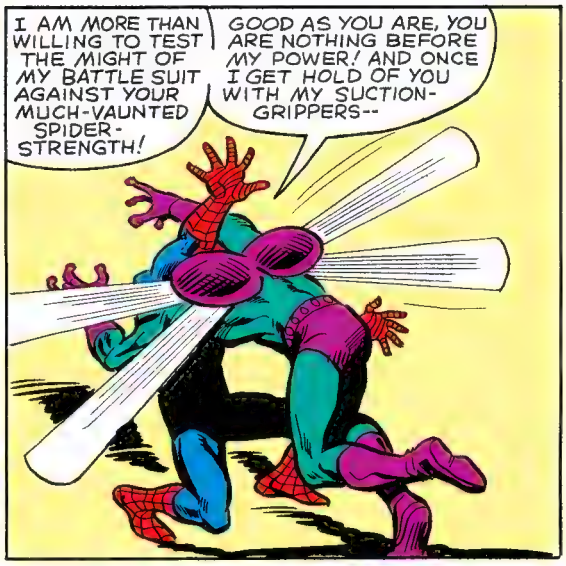

MERCY SAKES, YOU'RE RIGHT, BEETLE! BUT THEN, I WASN'T AIMING AT YOU... JUST AT YOUR REVOLVING ROOFTOP!
YOU REALLY SHOULD HAVE PUT BRAKES ON THAT THING, YOU KNOW!
KRUNNG
WHA--?


AROUND AND AROUND AND AROUND SHE GOES!
SAY, BEETSY, THIS IS A LOT MORE FUN THAN THE SEE-SAWS!
WHUNK

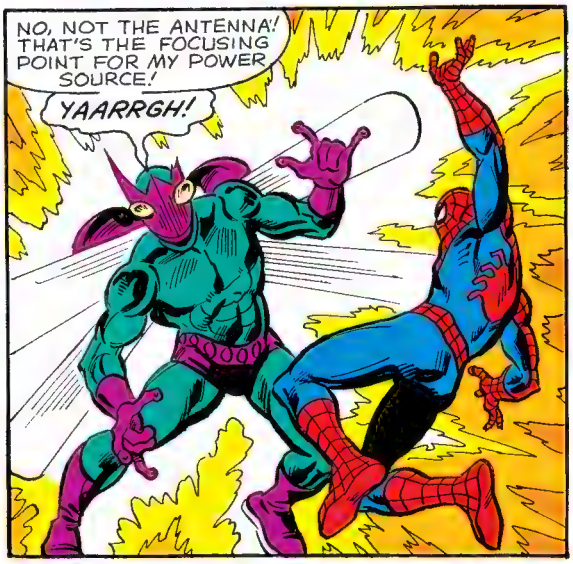
MEANWHILE, MERE FEET AWAY, A DAZED GIBBON GIVES ONE FRENZIED YANK AND...
KRAK
I-I'M FREE! BUT... HOW?

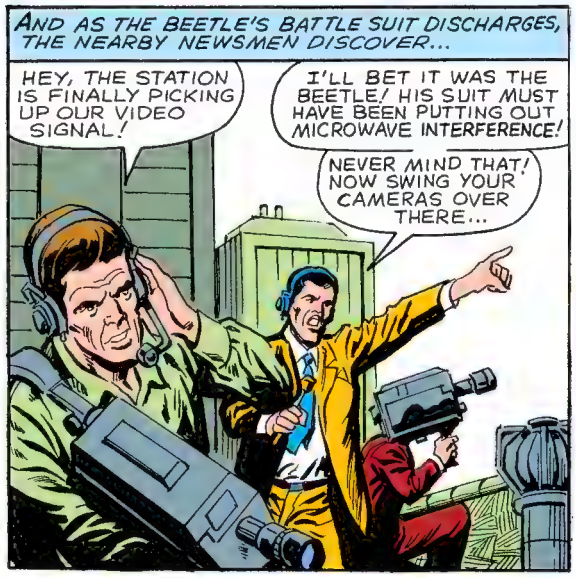
THE BEETLE'S LAST BLAST MUST HAVE WEAKENED THE METAL BOND JUST ENOUGH FOR ME TO SNAP IT!
WHAT DO I DO NOW? IF I STICK AROUND, I MAY GET IN SPIDER-MAN'S WAY AGAIN! MAYBE I CAN HELP...
YEAH... AND MAYBE PIGS CAN FLY!

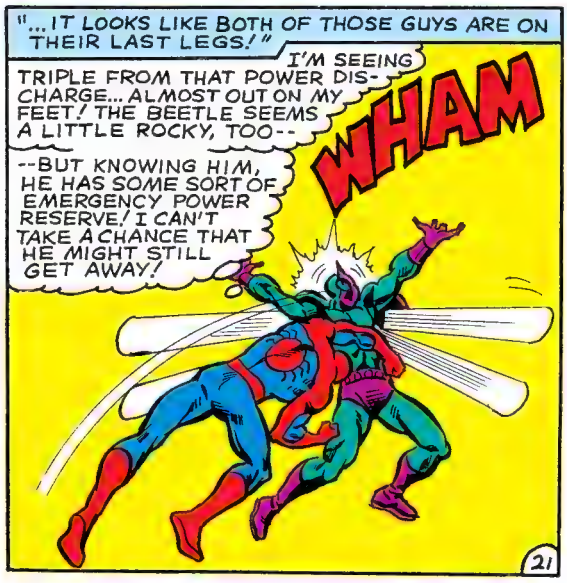
AT THAT MOMENT, UNAWARE OF THE GIBBON'S ESCAPE...
I'M A LITTLE TIRED OF WALTZING AROUND WITH YOU, BEETLE! IF YOU REALLY WANT TO FIGHT, THEN LET'S DO IT!
VERY WELL!

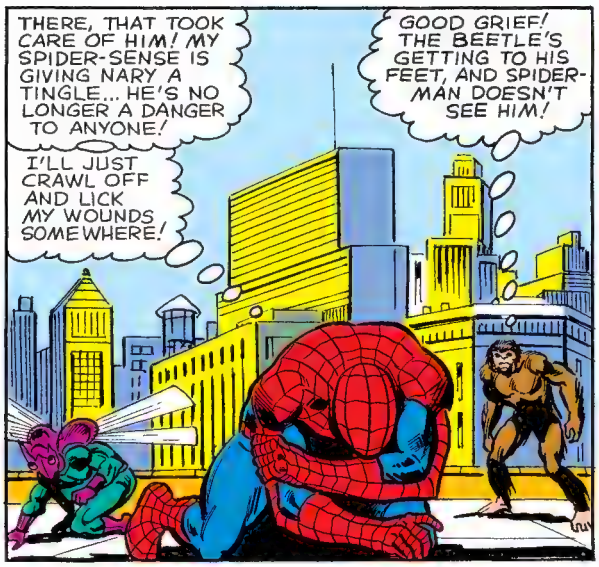

I AM MORE THAN WILLING TO TEST THE MIGHT OF MY BATTLE SUIT AGAINST YOUR MUCH-VAUNTED SPIDER-STRENGTH!
GOOD AS YOU ARE, YOU ARE NOTHING BEFORE MY POWER! AND ONCE I GET HOLD OF YOU WITH MY SUCTION-GRIPPERS--

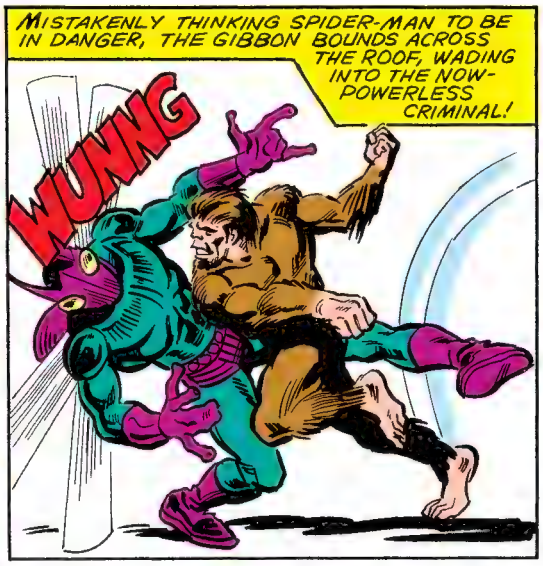
--I SHALL RIP YOU IN TWO!
YOU PUT A LOT OF STOCK IN THIS SUIT OF YOURS, BEETLE-BRAIN--BUT IT DOESN'T LOOK SO HOT TO ME!
SEE? LOOK HOW CHEAP IT IS!
SNAP

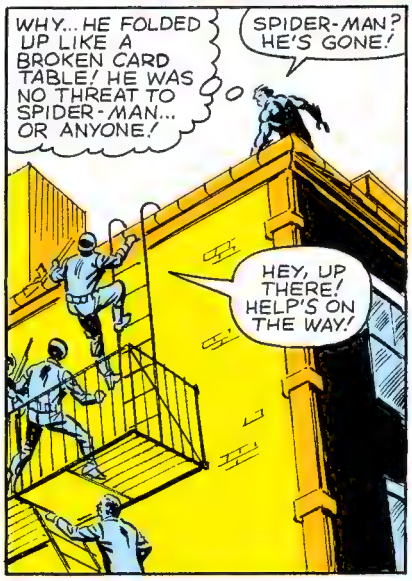

NO, NOT THE ANTENNA! THAT'S THE FOCUSING POINT FOR MY POWER SOURCE!
YAARRGH!


AND AS THE BEETLE'S BATTLE SUIT DISCHARGES, THE NEARBY NEWSMEN DISCOVER...
HEY, THE STATION IS FINALLY PICKING UP OUR VIDEO SIGNAL!
I'LL BET IT WAS THE BEETLE! HIS SUIT MUST HAVE BEEN PUTTING OUT MICROWAVE INTERFERENCE!
NEVER MIND THAT! NOW SWING YOUR CAMERAS OVER THERE...


"...IT LOOKS LIKE BOTH OF THOSE GUYS ARE ON THEIR LAST LEGS!"
I'M SEEING TRIPLE FROM THAT POWER DISCHARGE... ALMOST OUT ON MY FEET! THE BEETLE SEEMS A LITTLE ROCKY, TOO--
--BUT KNOWING HIM, HE HAS SOME SORT OF EMERGENCY POWER RESERVE! I CAN'T TAKE A CHANCE THAT HE MIGHT STILL GET AWAY!
WHAM


THERE, THAT TOOK CARE OF HIM! MY SPIDER-SENSE IS GIVING NARY A TINGLE... HE'S NO LONGER A DANGER TO ANYONE!
I'LL JUST CRAWL OFF AND LICK MY WOUNDS SOMEWHERE!
GOOD GRIEF! THE BEETLE'S GETTING TO HIS FEET, AND SPIDER-MAN DOESN'T SEE HIM!

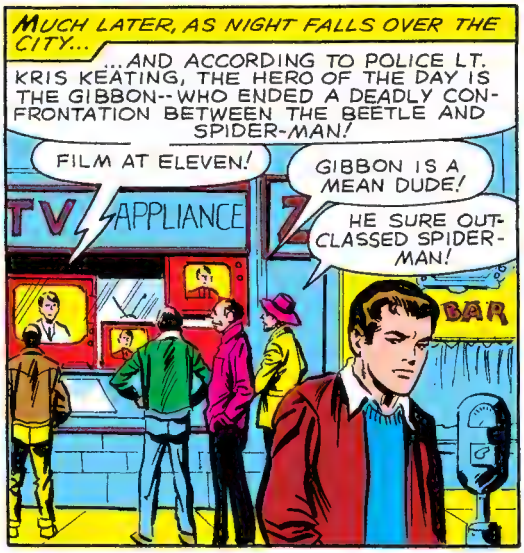

MISTAKENLY THINKING SPIDER-MAN TO BE IN DANGER, THE GIBBON BOUNDS ACROSS THE ROOF, WADING INTO THE NOW-POWERLESS CRIMINAL!
WUNNG

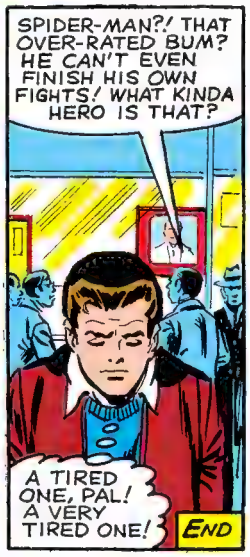

WHY... HE FOLDED UP LIKE A BROKEN CARD TABLE! HE WAS NO THREAT TO SPIDER-MAN... OR ANYONE!
SPIDER-MAN? HE'S GONE!
HEY, UP THERE! HELP'S ON THE WAY!

WE DON'T NEED ANY HELP NOW!
WOW! I'LL SAY! HEY, LIEUTENANT! THIS GUY HAS TOTALED THE BEETLE!

NO, YOU DON'T UNDERSTAND! I DIDN'T DO ANYTHING... REALLY! SPIDER-MAN...
DID THAT WEB-HEAD CREEP GIVE YOU ANY TROUBLE, KID?
WE COULD PUT OUT A WARRANT FOR HIS ARREST!

NO, NO! SPIDER-MAN'S NOT TO BLAME! IT'S ALL MY FAULT!
FAULT?! DON'T PUT YOURSELF DOWN, KID! THANKS TO YOU, WE'VE CAPTURED A DANGEROUS FELON!
HECK, YOU'RE A HERO!

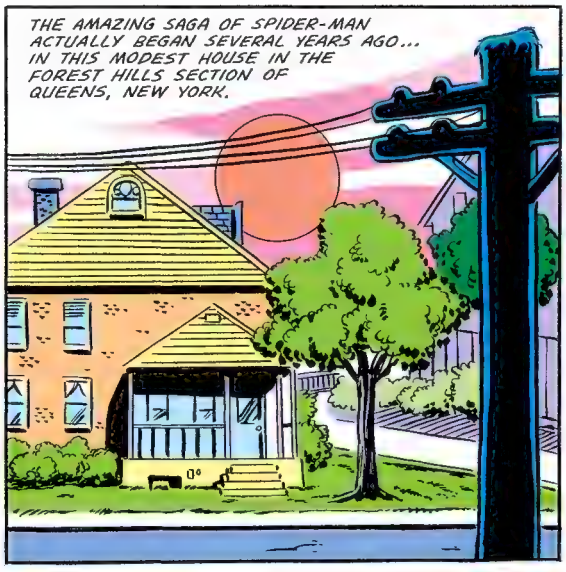

MUCH LATER, AS NIGHT FALLS OVER THE CITY...
...AND ACCORDING TO POLICE LT. KRIS KEATING, THE HERO OF THE DAY IS THE GIBBON--WHO ENDED A DEADLY CONFRONTATION BETWEEN THE BEETLE AND SPIDER-MAN!
FILM AT ELEVEN!
GIBBON IS A MEAN DUDE!
HE SURE OUTCLASSED SPIDER-MAN!
TV
APPLIANCE
BAR

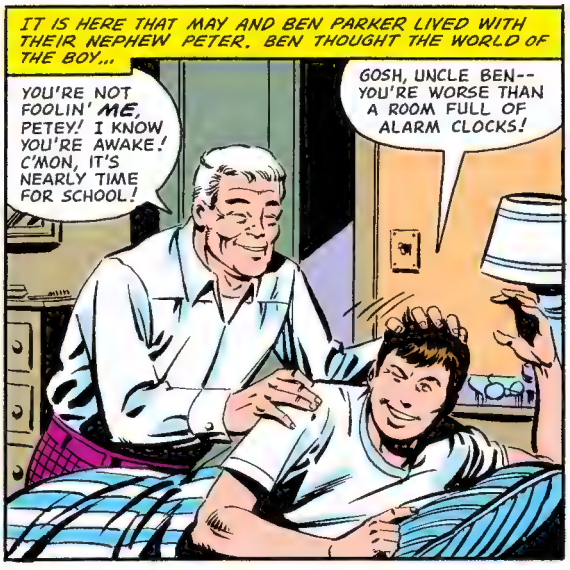

SPIDER-MAN?! THAT OVER-RATED BUM? HE CAN'T EVEN FINISH HIS OWN FIGHTS! WHAT KINDA HERO IS THAT?
A TIRED ONE, PAL! A VERY TIRED ONE!
END

THE BIRTH OF A LEGEND!

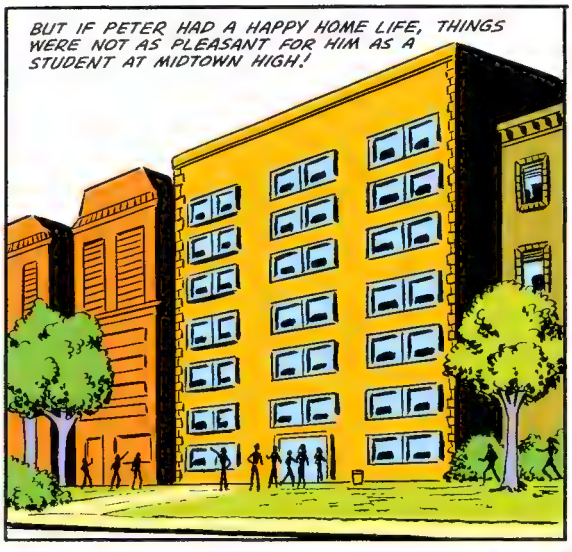
ROGER STERN SCRIPTER * GREG LAROCQUE PENCILER * BOB WIACEK INKER * J. SIMEK LETTERER * G. WEIN COLORIST * TOM DEFALCO EDITOR * JIM SHOOTER EDITOR-IN-CHIEF

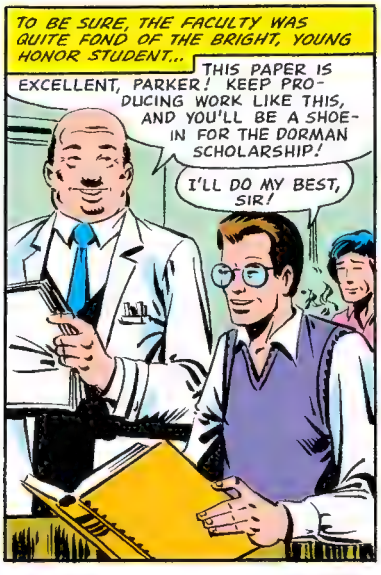
BASED ON THE ORIGINAL STORY BY STAN LEE AND STEVE DITKO!

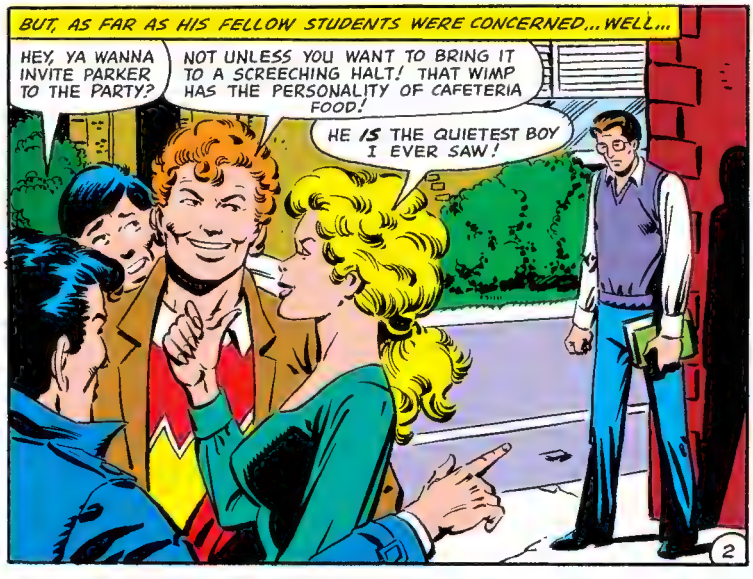

THE AMAZING SAGA OF SPIDER-MAN ACTUALLY BEGAN SEVERAL YEARS AGO... IN THIS MODEST HOUSE IN THE FOREST HILLS SECTION OF QUEENS, NEW YORK.

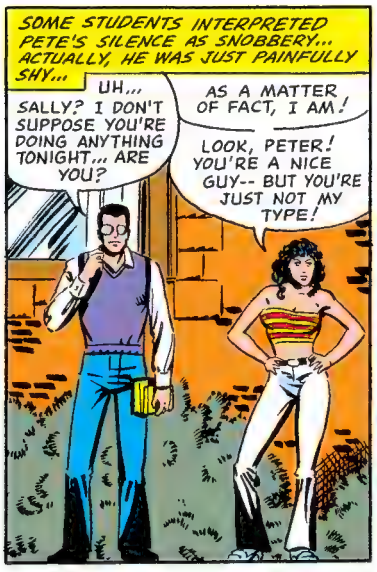

IT IS HERE THAT MAY AND BEN PARKER LIVED WITH THEIR NEPHEW PETER. BEN THOUGHT THE WORLD OF THE BOY...
YOU'RE NOT FOOLIN' ME, PETEY! I KNOW YOU'RE AWAKE! C'MON, IT'S NEARLY TIME FOR SCHOOL!
GOSH, UNCLE BEN-- YOU'RE WORSE THAN A ROOM FULL OF ALARM CLOCKS!

AND TO MAY PARKER, THE SUN ROSE AND SET UPON HER NEPHEW...
I COOKED YOUR FAVORITE BREAKFAST, PETEY-- WHEATCAKES!
DON'T FATTEN HIM UP TOO MUCH, DEAR! I CAN HARDLY OUT-WRESTLE HIM NOW!


BUT IF PETER HAD A HAPPY HOME LIFE, THINGS WERE NOT AS PLEASANT FOR HIM AS A STUDENT AT MIDTOWN HIGH!


TO BE SURE, THE FACULTY WAS QUITE FOND OF THE BRIGHT, YOUNG HONOR STUDENT...
THIS PAPER IS EXCELLENT, PARKER! KEEP PRODUCING WORK LIKE THIS, AND YOU'LL BE A SHOE-IN FOR THE DORMAN SCHOLARSHIP!
I'LL DO MY BEST, SIR!


BUT, AS FAR AS HIS FELLOW STUDENTS WERE CONCERNED... WELL...
HEY, YA WANNA INVITE PARKER TO THE PARTY?
NOT UNLESS YOU WANT TO BRING IT TO A SCREECHING HALT! THAT WIMP HAS THE PERSONALITY OF CAFETERIA FOOD!
HE IS THE QUIETEST BOY I EVER SAW!

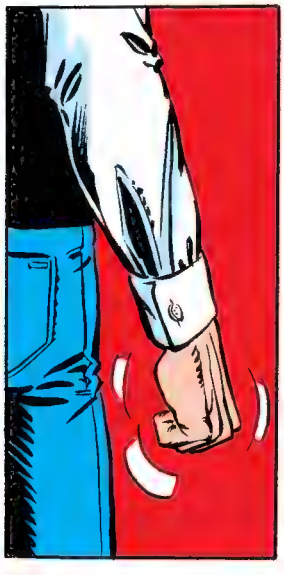

SOME STUDENTS INTERPRETED PETE'S SILENCE AS SNOBBERY... ACTUALLY, HE WAS JUST PAINFULLY SHY...
UH... SALLY? I DON'T SUPPOSE YOU'RE DOING ANYTHING TONIGHT... ARE YOU?
AS A MATTER OF FACT, I AM!
LOOK, PETER! YOU'RE A NICE GUY-- BUT YOU'RE JUST NOT MY TYPE!

NOW... FLASH THOMPSON! MMMM, HE'S REALLY MY TYPE!
SAL, YOUR GOOD LOOKS ARE TOPPED ONLY BY YOUR EXCELLENT TASTE!
BUZZ OFF, PARKER!

STILL, PETER KEPT TRYING...
SAY, THERE'S A GREAT NEW EXHIBIT AT THE G.T.L. SCIENCE HALL TONIGHT! ANYBODY WANT TO COME ALONG?
ON A NIGHT WHEN THE DIRT BAND'S IN TOWN? BE REAL, PARKER!

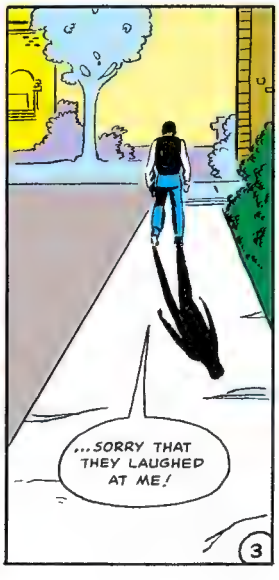
BRO-THER! CAN YOU BELIEVE THAT GUY? DOESN'T HE GET ENOUGH SCIENCE IN CLASS?
'BYE-BYE, PETEY! GIVE OUR REGARDS TO THE REST OF THE EGGHEADS!

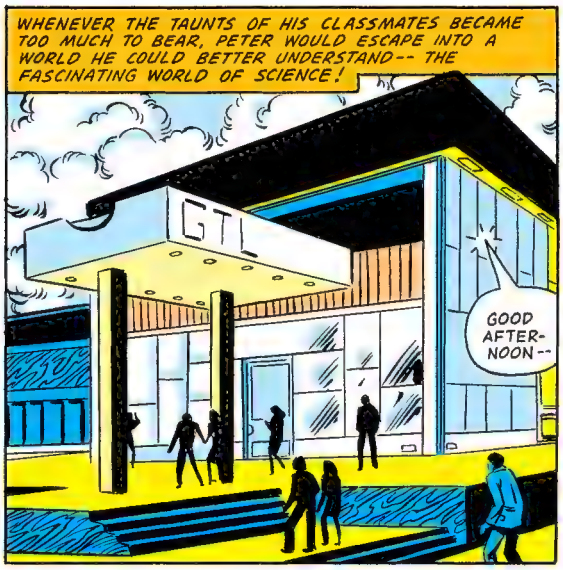
FOR SOME, THE TEENAGE YEARS ARE FILLED WITH HEARTACHE...
HAHA
HA
HA
HA

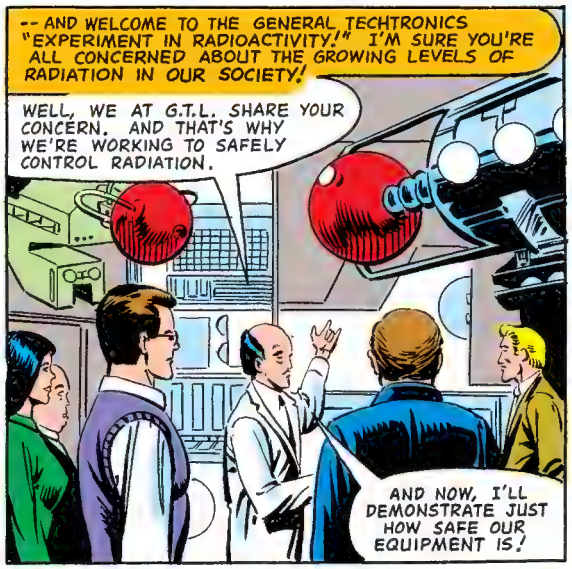


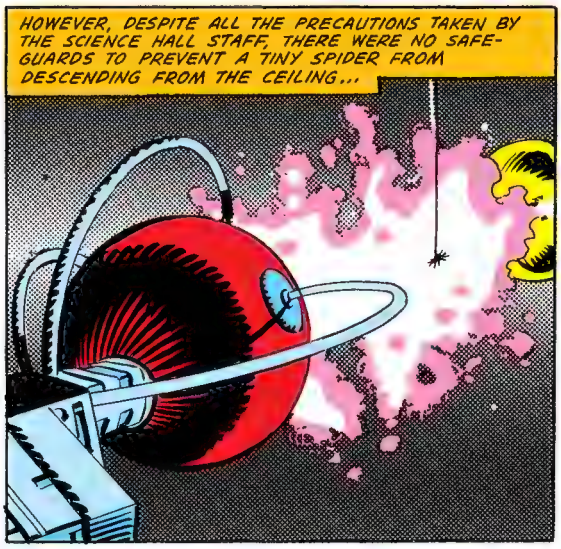
SOMEDAY I'LL SHOW THEM!

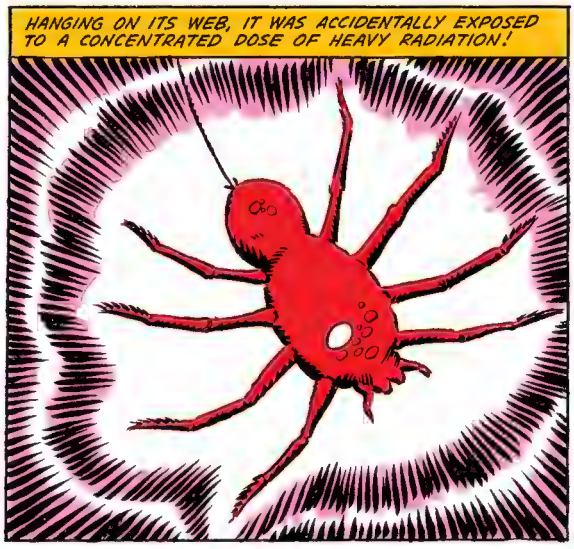
SOMEDAY THEY'LL BE SORRY...


...SORRY THAT THEY LAUGHED AT ME!


WHENEVER THE TAUNTS OF HIS CLASSMATES BECAME TOO MUCH TO BEAR, PETER WOULD ESCAPE INTO A WORLD HE COULD BETTER UNDERSTAND-- THE FASCINATING WORLD OF SCIENCE!
GTL
GOOD AFTER-NOON--


-- AND WELCOME TO THE GENERAL TECHTRONICS "EXPERIMENT IN RADIOACTIVITY!" I'M SURE YOU'RE ALL CONCERNED ABOUT THE GROWING LEVELS OF RADIATION IN OUR SOCIETY!
WELL, WE AT G.T.L. SHARE YOUR CONCERN. AND THAT'S WHY WE'RE WORKING TO SAFELY CONTROL RADIATION.
AND NOW, I'LL DEMONSTRATE JUST HOW SAFE OUR EQUIPMENT IS!

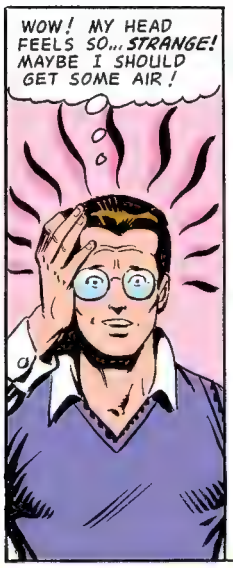

HOWEVER, DESPITE ALL THE PRECAUTIONS TAKEN BY THE SCIENCE HALL STAFF, THERE WERE NO SAFE-GUARDS TO PREVENT A TINY SPIDER FROM DESCENDING FROM THE CEILING...


HANGING ON ITS WEB, IT WAS ACCIDENTALLY EXPOSED TO A CONCENTRATED DOSE OF HEAVY RADIATION!

IN AGONY, THE DYING SPIDER SPUN ABOUT-- WAFTING THROUGH THE AIR, AND LANDING ON THE UNSUSPECTING HIGHSCHOOLER...
OW!

THAT SPIDER BIT ME! BUT WHY IS IT GLOWING THAT WAY? AND WHY IS THE BITE BURNING SO?!
BETTER BRUSH IT OFF BEFORE IT BITES AGAIN!

AFTER ALL, THERE'S NO TELLING WHERE IT'S BEEN!
THUUP


WOW! MY HEAD FEELS SO... STRANGE! MAYBE I SHOULD GET SOME AIR!

LOOKS AS THOUGH OUR EXPERIMENT UNNERVED YOUNG PARKER!
TOO BAD! HE MUST HAVE A WEAK STOMACH!

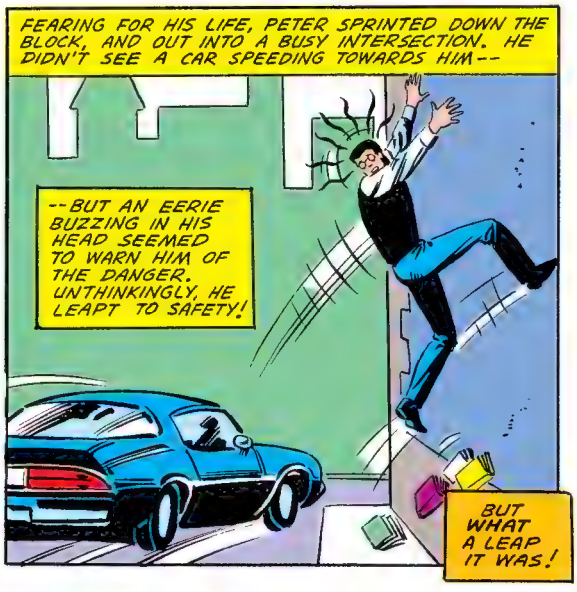
SOON...
I CAN'T SHAKE THIS CRAZY FEELING! IT'S AS THOUGH MY ENTIRE BODY IS CHARGED WITH SOME SORT OF FANTASTIC ENERGY!
WHAT'S HAPPENING TO ME?!

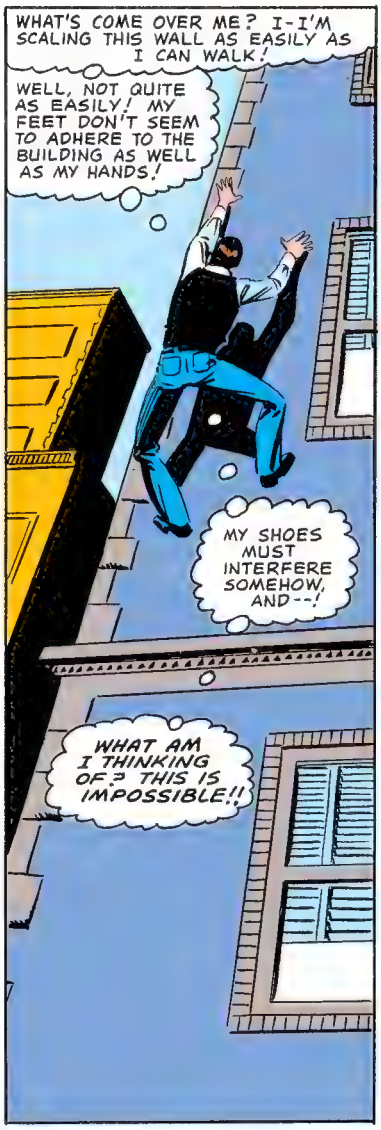
LOST IN THOUGHT, PETER WANDERED THROUGH AN UN-FAMILIAR NEIGHBORHOOD, WHERE...
HEY, GET A LOAD OF THIS JERK! LET'S HAVE SOME FUN WITH HIM!

BETTER WATCH WHERE YOU'RE GOING, SPECS! YOU MIGHT FALL DOWN AND HURT YOURSELF!
WHAT? S-STOP SHOVING ME!
SURE, WE'LL STOP-- IN AN HOUR OR SO! HAH-HA!

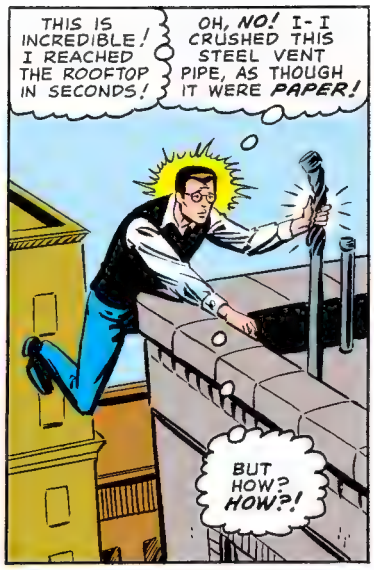
AND THEN, THE UNEXPECTED HAPPENED...
I SAID STOP!
WOMP!

OOOOOO
RALPHIE? WHAT DID HE DO TO YA?
I-I DON'T BELIEVE IT! I SHOVED THAT GUY BACK SO HARD THAT HE WAS KNOCKED OUT WHEN HE HIT THE WALL!
I GOTTA GET OUT OF HERE-- BEFORE HIS BUDDY KILLS ME!
5


FEARING FOR HIS LIFE, PETER SPRINTED DOWN THE BLOCK, AND OUT INTO A BUSY INTERSECTION. HE DIDN'T SEE A CAR SPEEDING TOWARDS HIM--
--BUT AN EERIE BUZZING IN HIS HEAD SEEMED TO WARN HIM OF THE DANGER. UNTHINKINGLY, HE LEAPT TO SAFETY!
BUT WHAT A LEAP IT WAS!


WHAT'S COME OVER ME? I-I'M SCALING THIS WALL AS EASILY AS I CAN WALK!
WELL, NOT QUITE AS EASILY! MY FEET DON'T SEEM TO ADHERE TO THE BUILDING AS WELL AS MY HANDS!
MY SHOES MUST INTERFERE SOMEHOW, AND--!
WHAT AM I THINKING OF? THIS IS IMPOSSIBLE!!

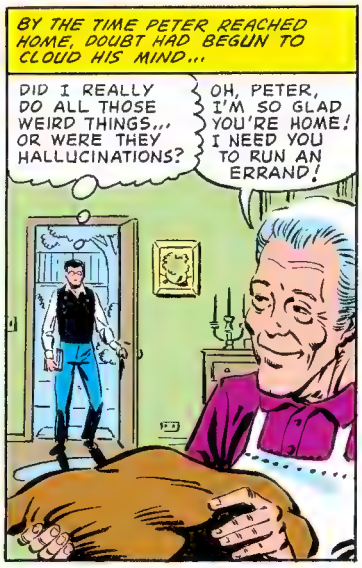
MOM! HEY, MOM-- LOOKIT! THAT GUY'S WALKING UP THE SIDE OF A BUILDING!
WHAT HAVE I TOLD YOU ABOUT LETTING YOUR IMAGINATION RUN WILD?
THAT DOES IT, YOUNG MAN-- NO MORE TV FOR A WEEK!


THIS IS INCREDIBLE! I REACHED THE ROOFTOP IN SECONDS!
OH, NO! I-I CRUSHED THIS STEEL VENT PIPE, AS THOUGH IT WERE PAPER!
BUT HOW? HOW?!

IT WAS THAT SPIDER! IT HAD TO BE!
SOMEHOW, IT MUST HAVE BEEN IRRADIATED DURING THE DEMONSTRATION! A-AND, ITS VENOM HAS CHANGED MY BODY CHEMISTRY!
I'VE BECOME A HUMAN SPIDER!

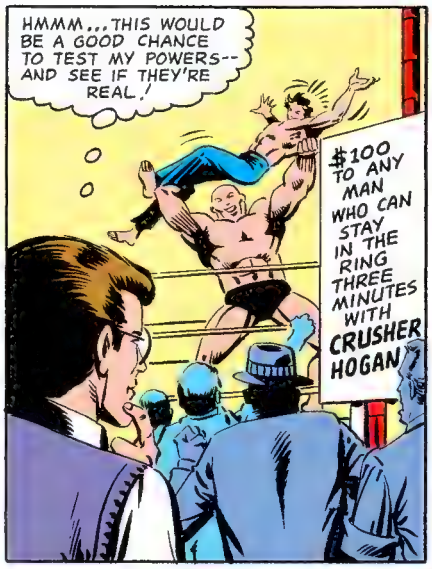
AMAZING! I CAN SKITTER ALONG THIS CABLE AS EFFORTLESSLY AS A SPIDER GLIDES ALONG ITS WEB!

MY ENTIRE GENETIC PATTERN MUST HAVE BEEN ALTERED! IT'S LIKE A MIRACLE! I HAVE THOSE BIZARRE POWERS...
...BUT WHAT WILL I DO WITH THEM?

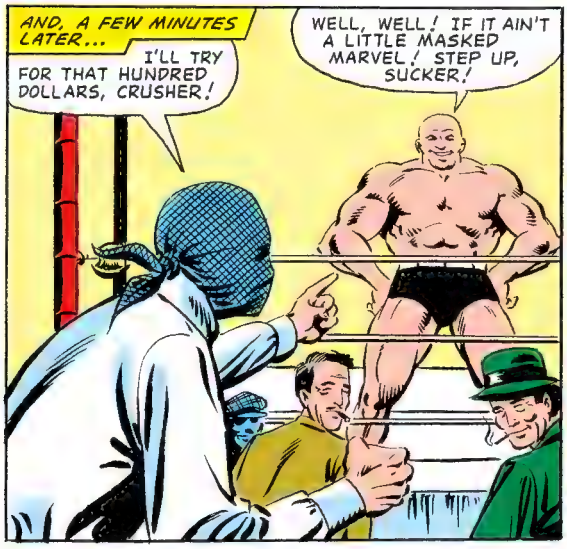

BY THE TIME PETER REACHED HOME, DOUBT HAD BEGUN TO CLOUD HIS MIND...
DID I REALLY DO ALL THOSE WEIRD THINGS... OR WERE THEY HALLUCINATIONS?
OH, PETER, I'M SO GLAD YOU'RE HOME! I NEED YOU TO RUN AN ERRAND!

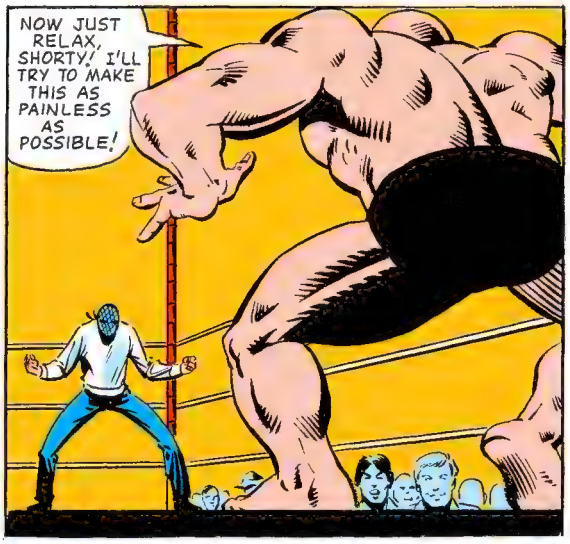
THE NATIONAL GUARD IS COLLECTING OLD CLOTHING FOR CHARITY, AND I WAS WONDERING IF YOU COULD TAKE THIS BUNDLE DOWN TO THE ARMORY FOR ME!
SURE, AUNT MAY...
...ANYTHING TO TAKE MY MIND OFF THIS MESS!

BUT, WHEN PETER PARKER REACHED THE ARMORY...
THE CHARITY PICK-UP? YEAH, IT'S AROUND IN BACK!
THAT'S QUITE A CROWD... WHAT'S GOING ON?
AW, SOME PROMOTER RENTED THE PLACE FOR A WRESTLING MATCH!

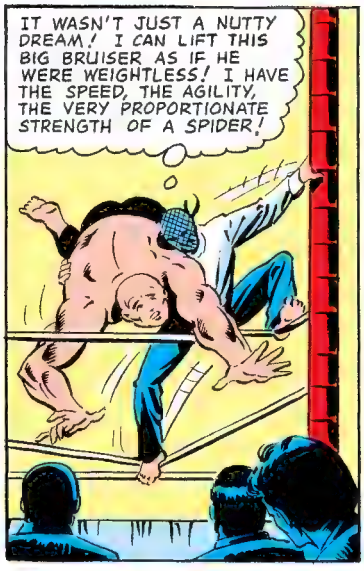

HMMM... THIS WOULD BE A GOOD CHANCE TO TEST MY POWERS-- AND SEE IF THEY'RE REAL!
$100 TO ANY MAN WHO CAN STAY IN THE RING THREE MINUTES WITH CRUSHER HOGAN

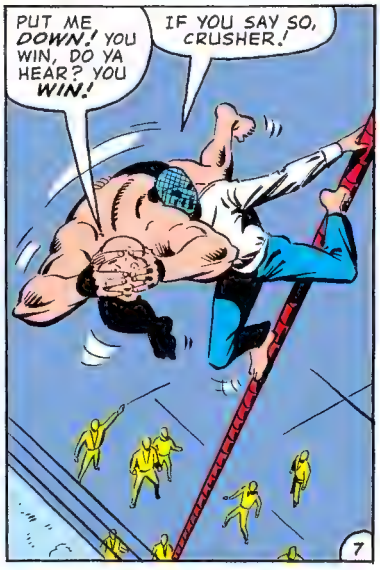
AND SO, IN A REMOTE CORNER OF THE ARMORY...
I DON'T WANT TO MAKE A FOOL OF MYSELF! IN CASE THOSE POWERS WERE JUST A DELUSION, I'LL MAKE UP A DISGUISE OUT OF THESE OLD CLOTHES!
THIS SIDE UP

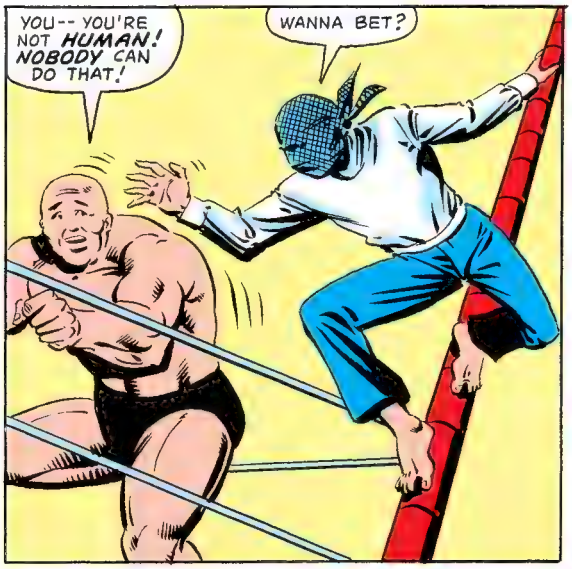

AND, A FEW MINUTES LATER...
I'LL TRY FOR THAT HUNDRED DOLLARS, CRUSHER!
WELL, WELL! IF IT AIN'T A LITTLE MASKED MARVEL! STEP UP, SUCKER!


NOW JUST RELAX, SHORTY! I'LL TRY TO MAKE THIS AS PAINLESS AS POSSIBLE!

BUT...
THERE'S THAT ODD BUZZING SENSATION AGAIN! IT'S AS IF I'VE DEVELOPED SOME PRECOGNITIVE SENSE WHICH WARNS ME OF DANGER!
HEY!


IT WASN'T JUST A NUTTY DREAM! I CAN LIFT THIS BIG BRUISER AS IF HE WERE WEIGHTLESS! I HAVE THE SPEED, THE AGILITY, THE VERY PROPORTIONATE STRENGTH OF A SPIDER!


PUT ME DOWN! YOU WIN, DO YA HEAR? YOU WIN!
IF YOU SAY SO, CRUSHER!

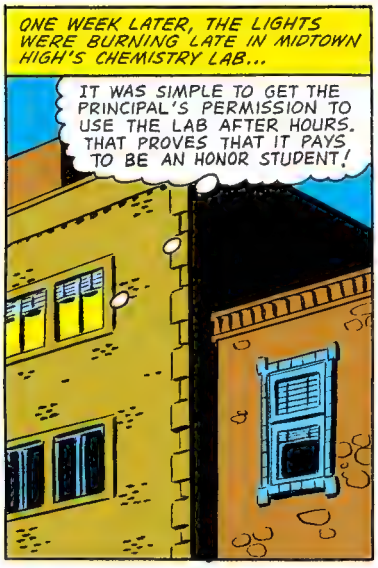

YOU-- YOU'RE NOT HUMAN! NOBODY CAN DO THAT!
WANNA BET?

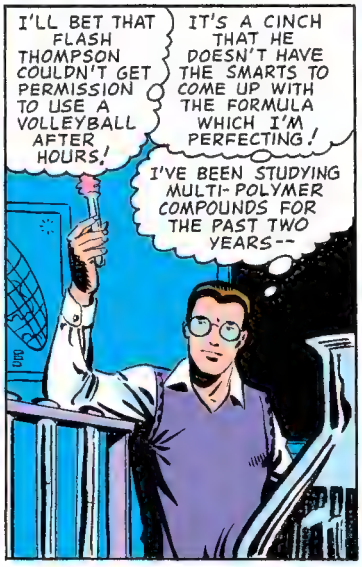
THAT WAS THE GREATEST ACT I'VE EVER SEEN!
SENSATIONAL! FANTASTIC! AND THAT MASK GIMMICK GAVE HIM JUST THE RIGHT TOUCH OF MYSTERY! HE WAS TERRIFIC!
Y-E-E-A-A-H! THAT MASKED CHARACTER MAY BE JUST WHAT I'VE BEEN LOOKING FOR!

LISTEN, FRIEND, I'M A BOOKING AGENT-- AND I'M TELLING YOU THAT YOUR ACT COULD BE WORTH A FORTUNE! WHATEVER YOU DO, KEEP THE MASK ANGLE-- IT'S GREAT SHOWMANSHIP!
YOU'D BE A SMASH ON TV. HERE'S MY CARD... CALL ME!
TELEVISION? THANKS, I'LL THINK IT OVER!

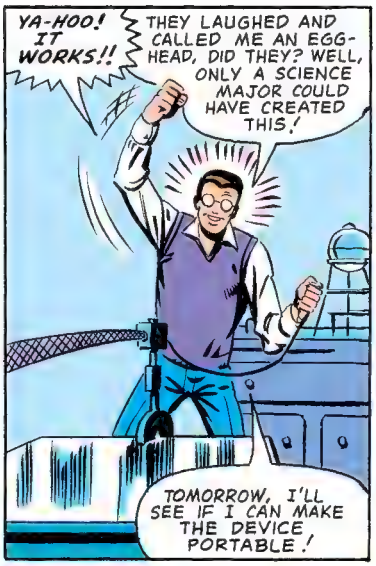
SOON, ONCE OUT OF SIGHT...
I DID IT! I DID IT! WITH MY POWER I CAN DO ALMOST ANYTHING!

AND THERE'S MONEY IN IT! A FORTUNE, THAT GUY SAID! YEAH!
BUT... SHOWMANSHIP? HE HASN'T SEEN ANYTHING YET!


ONE WEEK LATER, THE LIGHTS WERE BURNING LATE IN MIDTOWN HIGH'S CHEMISTRY LAB...
IT WAS SIMPLE TO GET THE PRINCIPAL'S PERMISSION TO USE THE LAB AFTER HOURS. THAT PROVES THAT IT PAYS TO BE AN HONOR STUDENT!


I'LL BET THAT FLASH THOMPSON COULDN'T GET PERMISSION TO USE A VOLLEYBALL AFTER HOURS!
IT'S A CINCH THAT HE DOESN'T HAVE THE SMARTS TO COME UP WITH THE FORMULA WHICH I'M PERFECTING!
I'VE BEEN STUDYING MULTI-POLYMER COMPOUNDS FOR THE PAST TWO YEARS--

-- AND IF MY THEORIES ARE CORRECT, THE ADHESIVE PROPERTIES OF THIS FLUID SHOULD ALLOW ME TO MAKE MY OWN "SPIDER'S WEB"!


YA-HOO! IT WORKS!!
THEY LAUGHED AND CALLED ME AN EGG-HEAD, DID THEY? WELL, ONLY A SCIENCE MAJOR COULD HAVE CREATED THIS!
TOMORROW, I'LL SEE IF I CAN MAKE THE DEVICE PORTABLE!

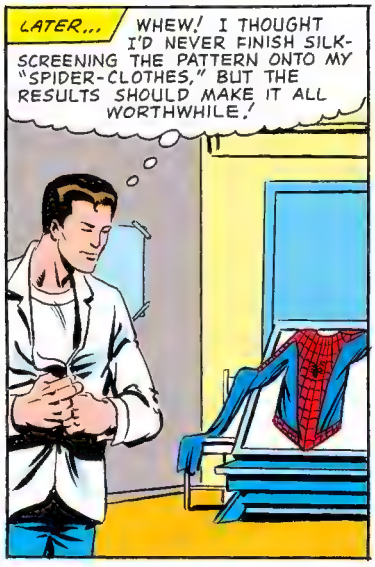
THE NEXT EVENING...
THESE MINATURIZED WEB-SHOOTERS SHOULD DO THE TRICK! I JUST POP IN A CAPSULE OF MY WEB-FLUID--

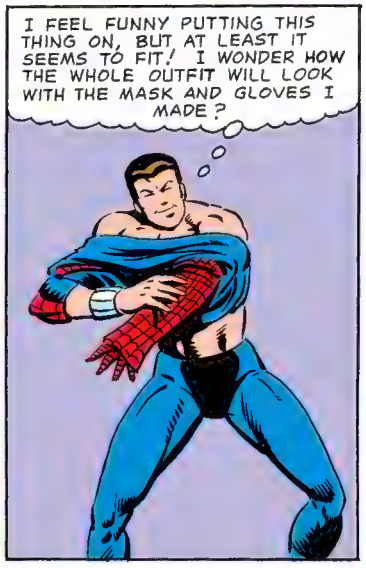
--AND PRESTO! WITH TWO TAPS OF THE PALM ACTIVATORS, I GET INSTANT WEBBING! AND WITH A QUICK ADJUSTMENT OF THE NOZZLE, I CAN GO FROM A FINE SPRAY OF WEBBING!

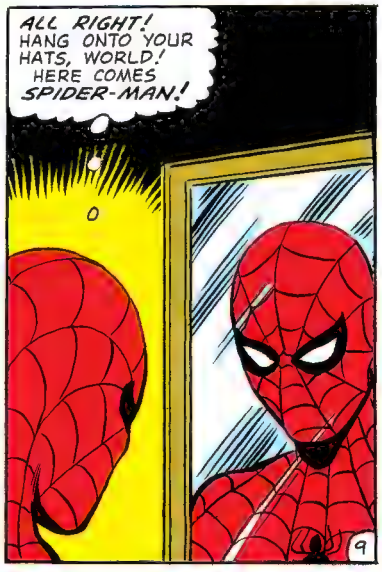
--TO A THIN STRAND OF WEBBING THAT'S STRONGER THAN PIANO WIRE!
THWIP
THWIP
NOW I'M REALLY A HUMAN SPIDER!

HMMM... HUMAN SPIDER! ANOTHER LITTLE BIT OF SHOW-MANSHIP JUST OCCURRED TO ME ...ONE THAT'LL KNOCK MY WOULD-BE AGENT OUT OF HIS TREE!

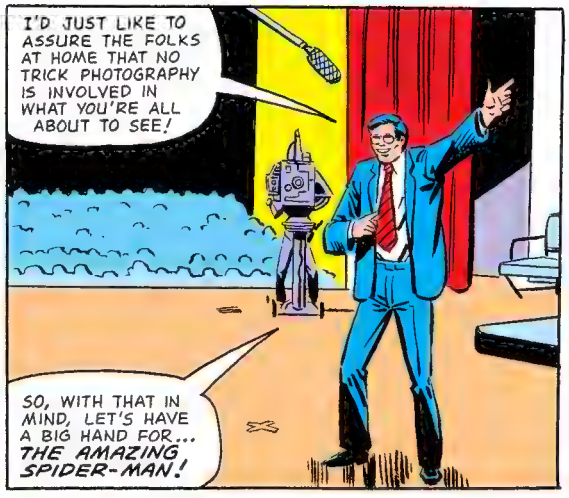
SOON...
I THOUGHT I'D HEARD THAT THE DANCE CLASS WAS THROWING OUT SOME BODY SUITS! THIS ONE'S LIKE NEW... JUST WHAT I NEED!

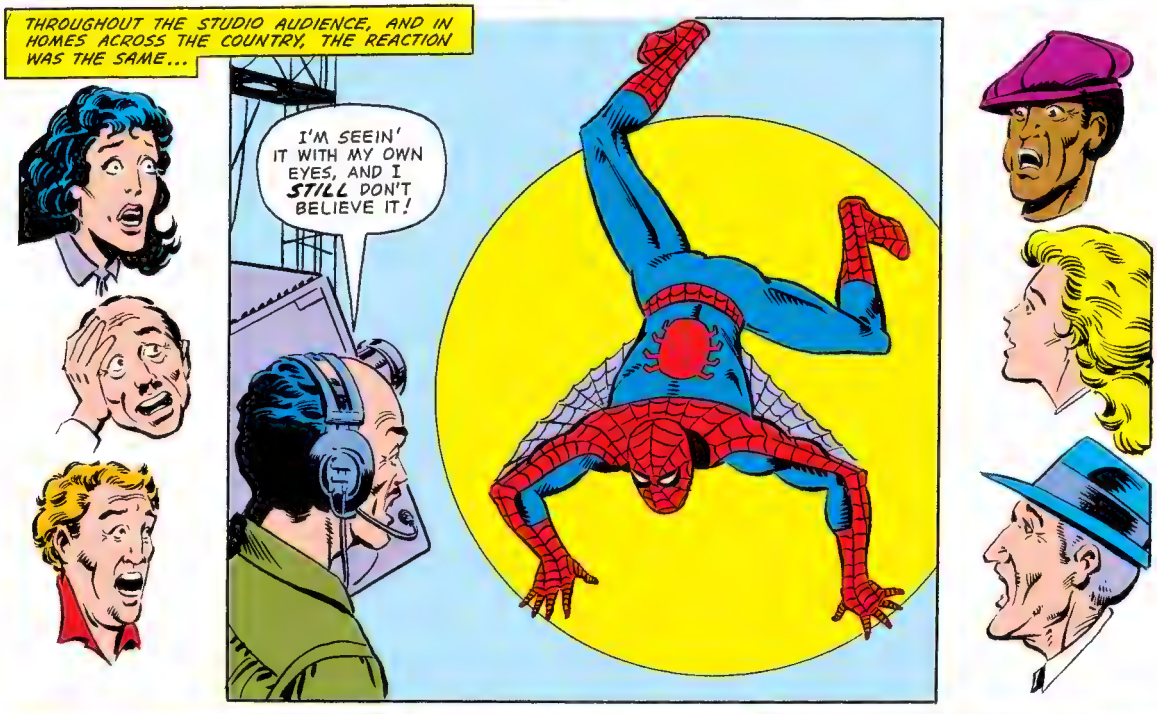

LATER...
WHEW! I THOUGHT I'D NEVER FINISH SILK-SCREENING THE PATTERN ONTO MY "SPIDER-CLOTHES," BUT THE RESULTS SHOULD MAKE IT ALL WORTHWHILE!

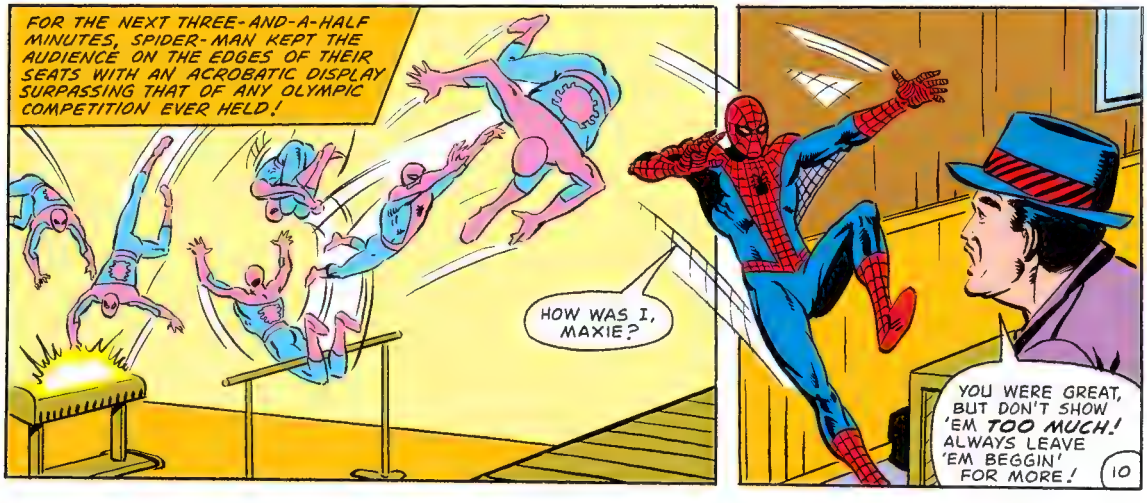

I FEEL FUNNY PUTTING THIS THING ON, BUT AT LEAST IT SEEMS TO FIT! I WONDER HOW THE WHOLE OUTFIT WILL LOOK WITH THE MASK AND GLOVES I MADE?


ALL RIGHT! HANG ONTO YOUR HATS, WORLD! HERE COMES SPIDER-MAN!

DAYS LATER...
AH-HAH-HA! NO, BUT SERIOUSLY, FOLKS... IT'S GREAT TO BE BACK IN NEW YORK FOR THIS SPECIAL!
AND SPEAKING OF SPECIAL, WE HAVE AN ACT FOR YOU TONIGHT WHICH, I THINK, IS ONE OF THE MOST INCREDIBLE THINGS I'VE EVER SEEN!
SONY

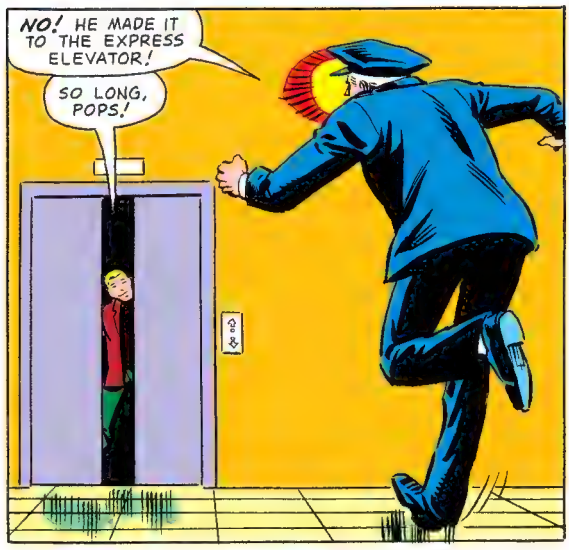

I'D JUST LIKE TO ASSURE THE FOLKS AT HOME THAT NO TRICK PHOTOGRAPHY IS INVOLVED IN WHAT YOU'RE ALL ABOUT TO SEE!
SO, WITH THAT IN MIND, LET'S HAVE A BIG HAND FOR... THE AMAZING SPIDER-MAN!

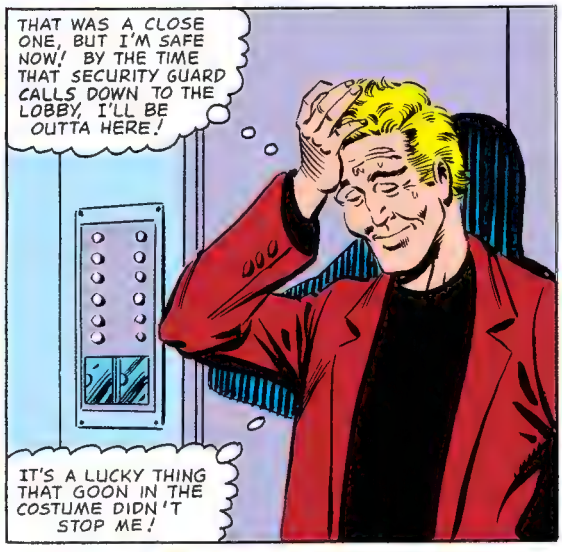

THROUGHOUT THE STUDIO AUDIENCE, AND IN HOMES ACROSS THE COUNTRY, THE REACTION WAS THE SAME...
I'M SEEIN' IT WITH MY OWN EYES, AND I STILL DON'T BELIEVE IT!


FOR THE NEXT THREE-AND-A-HALF MINUTES, SPIDER-MAN KEPT THE AUDIENCE ON THE EDGES OF THEIR SEATS WITH AN ACROBATIC DISPLAY SURPASSING THAT OF ANY OLYMPIC COMPETITION EVER HELD!
HOW WAS I, MAXIE?
YOU WERE GREAT, BUT DON'T SHOW 'EM TOO MUCH! ALWAYS LEAVE 'EM BEGGIN' FOR MORE!

AND, AS HIS FIRST TV APPEARANCE ENDED, SPIDER-MAN EXPERIENCED THE FIRST DIVIDEND OF FAME...
SPIDER-MAN, I'M FROM LIFE MAGAZINE! WE'LL PAY ANY PRICE FOR A PICTURE SPREAD!
SIGN WITH ME! I'LL GET YOU ON THE TONIGHT SHOW!
WAIT! WE WANT AN INTERVIEW!
SEE MY AGENT, BOYS! I'M BUSY!

YEESH! I THOUGHT I'D NEVER GET RID OF THOSE GUYS!
UH-OH! NOW WHAT?
STOP! STOP, THIEF! YOU IN THE COSTUME-- GRAB HIM!


NO! HE MADE IT TO THE EXPRESS ELEVATOR!
SO LONG, POPS!


THAT WAS A CLOSE ONE, BUT I'M SAFE NOW! BY THE TIME THAT SECURITY GUARD CALLS DOWN TO THE LOBBY, I'LL BE OUTTA HERE!
IT'S A LUCKY THING THAT GOON IN THE COSTUME DIDN'T STOP ME!

WHAT'S WITH YOU, MISTER?? ALL YOU HADDA DO WAS TRIP HIM, OR HOLD HIM FOR A MINUTE!
SORRY, PAL! THAT'S YOUR JOB! I'M THROUGH BEING PUSHED AROUND-- BY ANYONE! FROM NOW ON, I JUST LOOK OUT FOR NUMBER ONE! AND THAT MEANS ME!

WHY, I OUGHTTA--!
YEAH, YEAH! SAVE YOUR BREATH, BUDDY! I HAVE THINGS TO DO!

FOR PETER PARKER, SPIDER-MAN WAS AN ESCAPE VALVE! WHEN HE HID HIS FACE BEHIND THE GAUDY WEBBED MASK, IT SEEMED AS THOUGH THERE WAS NOTHING HE COULDN'T DO-- NO RISK HE COULDN'T TAKE! HIS FELLOW CLASSMATES PRACTICALLY IGNORED PETER... BUT AS SPIDER-MAN, HE **COULDN'T** BE IGNORED!

EVEN SO, HIS HOMELIFE REMAINED UNCHANGED...

PETER, YOU KNOW THAT MICROSCOPE YOU'VE ALWAYS WANTED? YOUR UNCLE AND I BOUGHT IT FOR YOU THIS AFTERNOON!

GOSH, THAT'S TERRIFIC!

YOU'RE THE GREATEST FAMILY ANY FELLA EVER HAD!

THEY'RE THE ONLY ONES WHO'VE EVER BEEN KIND TO ME! I'LL SEE TO IT THAT THEY'RE ALWAYS HAPPY... BUT THE REST OF THE WORLD CAN GO HANG FOR ALL I CARE!

AND AT SCHOOL, NO ONE NOTICED THAT PETER'S ATTITUDE WAS CHANGING. THEY WERE TOO BUSY TALKING ABOUT THE LATEST SENSATION...

YOU GONNA CATCH SPIDER-MAN'S ACT TONIGHT, FLASH?

WOULDN'T MISS IT FOR THE WORLD, RALPHIE! THAT GUY IS REALLY SOMETHING! I'D GIVE ANYTHING TO MEET HIM!

THE STUPID JERKS!

IF THEY ONLY KNEW THAT THE MAN THEY ADMIRE IS THE SAME GUY THEY PUT DOWN FOR BEING A BOOKWORM! WELL, SOMEDAY THEY **WILL** KNOW!

AS SOON AS SPIDER-MAN MAKES ME COMFORTABLY WEALTHY, I'LL TELL THE WHOLE WORLD WHO HE IS!

THEN WE'LL SEE WHO LAUGHS AT ME!

IN THE DAYS THAT FOLLOWED, SPIDER-MAN'S FAME GREW AND GREW...

NEW YORKER SPIDER-MAN

25¢ NEWSDAY SPIDER-MAN

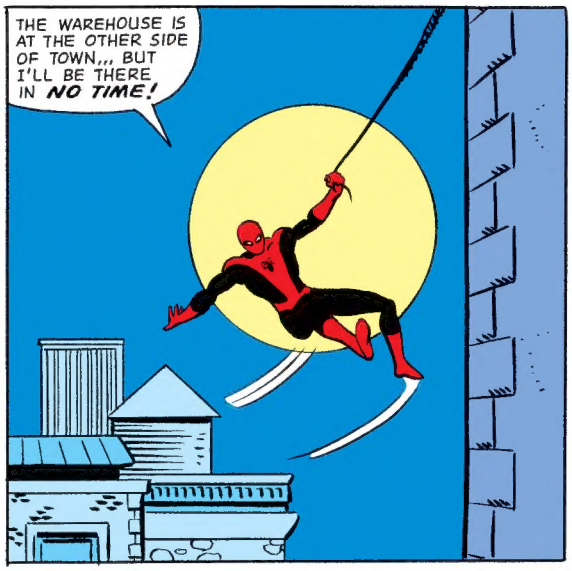
Variety 25¢ SPIDEY DOES

25¢ DAILY BUGLE WHO IS THE SPIDER-MAN?

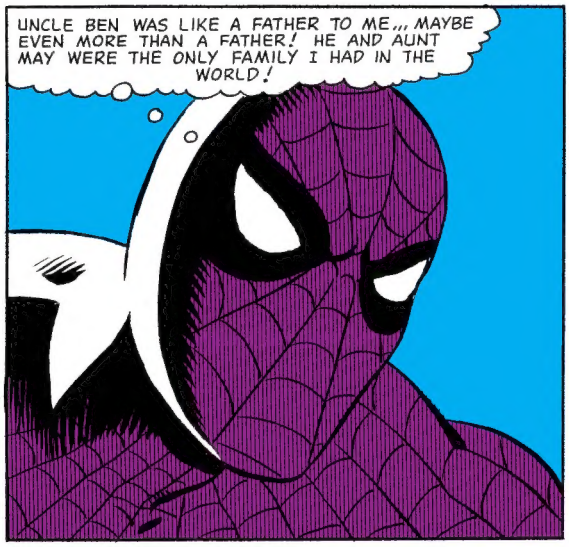
MAXIE SAYS THAT I'LL BE PULLING IN REAL MONEY AFTER ANOTHER FEW APPEARANCES! BUT I THINK I'LL EXPLODE, IF I DON'T TELL SOMEONE WHO I AM SOON!

I SUPPOSE I COULD TELL MAXIE-- AFTER ALL, HE **IS** MY AGENT. BUT FIRST, I WANT TO TELL AUNT MAY AND UNCLE BEN!

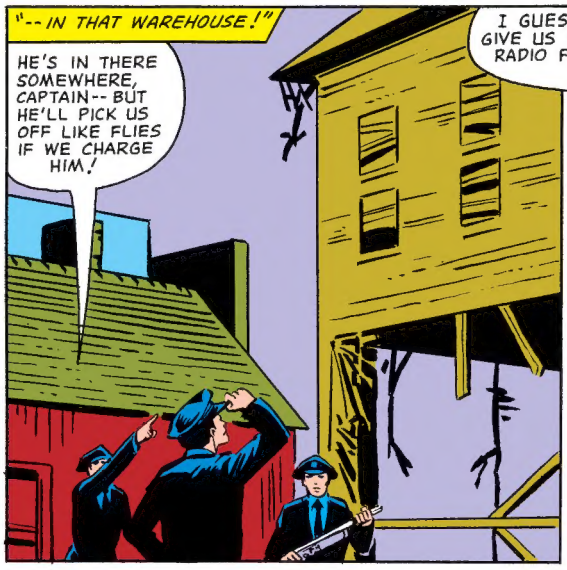
BUT, THAT EVENING, AS PETER RETURNED HOME...
I CAN'T WAIT TO SEE THEIR EXPRESSIONS WHEN I GIVE THEM THE NEWS!
HEY, WHAT'S THAT POLICE CAR DOING IN FRONT OF OUR HOUSE?
EXCUSE ME, OFFICER-- IS SOMETHING WRONG?
EH? OH, ARE YOU PETER PARKER?
YES, I AM! WHAT'S HAPPENED?
I'M AFRAID I HAVE SOME BAD NEWS FOR YOU, SON.
YOUR UNCLE HAS BEEN SHOT... MURDERED!
UNCLE BEN-- DEAD?! NO! NO, IT CAN'T BE!
WHO DID IT?? WHO SHOT HIM??
IT WAS A BURGLAR... YOUR UNCLE SURPRISED HIM! BUT DON'T WORRY, LAD, WE HAVE HIM TRAPPED! HE'S HOLED UP IN THE OLD ACME WAREHOUSE AT THE WATERFRONT! WE'LL GET HIM!
YOUR AUNT IS NEXT DOOR... THE NEIGHBORS ARE LOOKING AFTER HER! WAIT--!
NO, I'VE GOT TO GO! I'VE GOT TO GET HIM!
IF ONLY I'D BEEN HERE! WITH MY SPEED AND STRENGTH, I COULD HAVE OVERPOWERED THE BURGLAR, AND NO ONE WOULD HAVE BEEN HURT!
I DON'T CARE HOW TOUGH THE BURGLAR IS, HE'S NOT GETTING AWAY WITH THIS!
I KNOW ABOUT THE OLD ACME WAREHOUSE... IT'S BEEN DESERTED FOR YEARS! A KILLER COULD HOLD OFF AN ARMY IN THAT GLOOMY OLD PLACE!
BUT HE WON'T STOP SPIDER-MAN!


THE WAREHOUSE IS AT THE OTHER SIDE OF TOWN,,, BUT I'LL BE THERE IN NO TIME!

BOUNDING, LEAPING, AND SWINGING OVER THE CITY STREETS, THE AMAZING SPIDER-MAN COVERED MILES IN MERE SECONDS. HE WAS OBLIVIOUS TO EVERYTHING BUT HIS DESTINATION AND HIS THOUGHTS...


UNCLE BEN WAS LIKE A FATHER TO ME,,, MAYBE EVEN MORE THAN A FATHER! HE AND AUNT MAY WERE THE ONLY FAMILY I HAD IN THE WORLD!

AND NOW,,, HE'S DEAD! DEAD-- BECAUSE OF THE KILLER WHO'S HOLED UP--


"--IN THAT WAREHOUSE!"
HE'S IN THERE SOMEWHERE, CAPTAIN-- BUT HE'LL PICK US OFF LIKE FLIES IF WE CHARGE HIM!

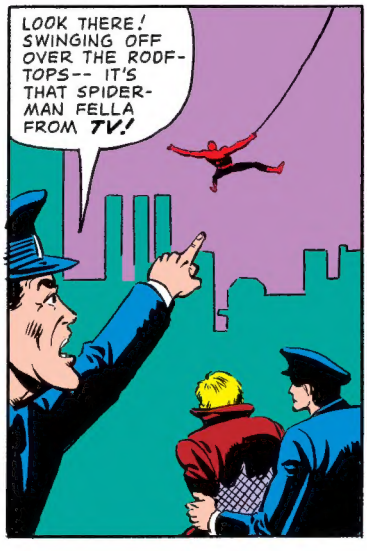
I GUESS THAT DOESN'T GIVE US MUCH CHOICE! O'BRIEN, RADIO FOR THE S.W.A.T TEAM!
THAT'S ODD! I COULD'A SWORN I JUST SAW SOMETHING SWING PAST THE MOON!

AND, INSIDE THE WAREHOUSE...
ALL I GOTTA DO IS HOLD 'EM OFF TILL THE MOON GOES DOWN! THEN, I OUGHTTA BE ABLE TO SLIP AWAY IN THE DARK!
YOU'LL NEVER ESCAPE AGAIN, MURDERER!
HUH?? WHAT THE--???
SURPRISED TO SEE ME?
WELL, YOU'RE NOT HALF AS SURPRISED AS YOU'RE GOING TO BE!
NO!
I GOTTA GET OUTTA HERE! I GOTTA HIDE! I-I MUST BE SEEIN' THINGS!
THERE'S NO PLACE ON EARTH WHERE YOU CAN HIDE FROM ME!
AND DON'T THINK YOU'RE GOING TO USE THAT GUN!
THWIP
YOU WON'T SHOOT ANYONE-- NOT EVER AGAIN!
C'MON, YOU! GET UP! GET UP, SO I CAN HIT YOU AGAIN!

THAT... THAT FACE! IT... IT CAN'T BE!
IT'S THE FUGITIVE WHO RAN PAST ME! THE ONE I DIDN'T STOP WHEN I HAD THE CHANCE!

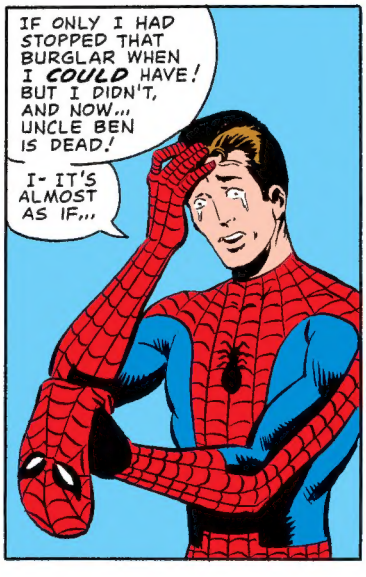
SHORTLY...
I HATE TO DO IT, BUT WE'LL HAVE TO RISK RUSHING HIM NOW! WE CANT AFFORD TO WAIT-- THERE'S TOO MUCH OF A CHANCE OF HIM SLIPPING BY IN THE DARK!
CAPTAIN-- LOOK!

WELL, I'LL BE--! IT'S HIM!
ON A... SPIDER'S WEB?

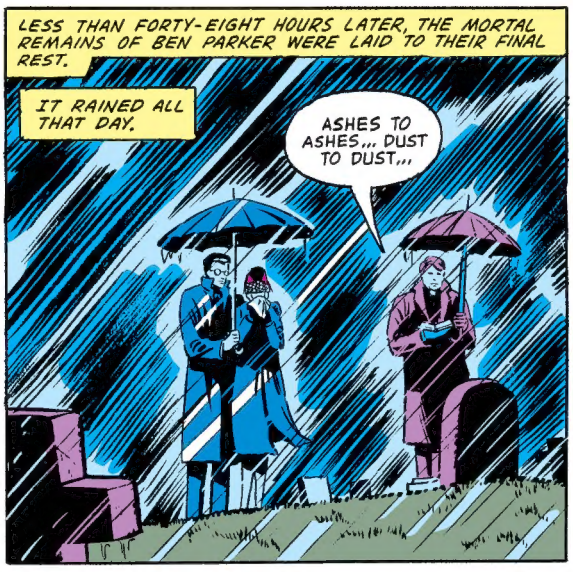

LOOK THERE! SWINGING OFF OVER THE ROOF-TOPS-- IT'S THAT SPIDER-MAN FELLA FROM TV!

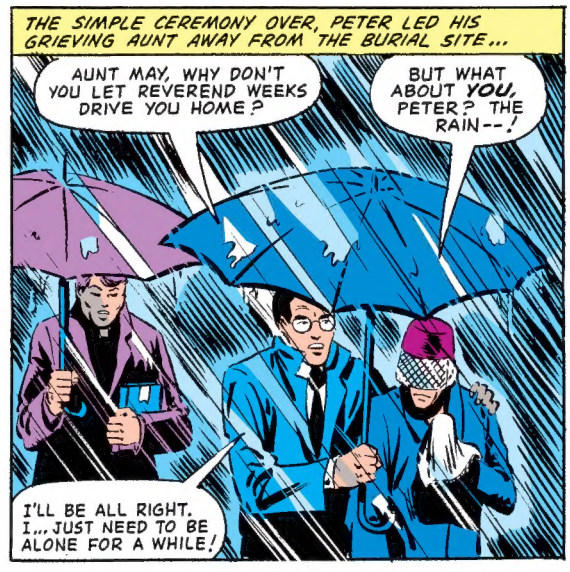
HUH! I WONDER WHAT HIS HURRY IS?
YOU'D THINK THAT AFTER CAPTURING A KILLER HE'D WANT TO STICK AROUND AND GRAB SOME FREE PUBLICITY.

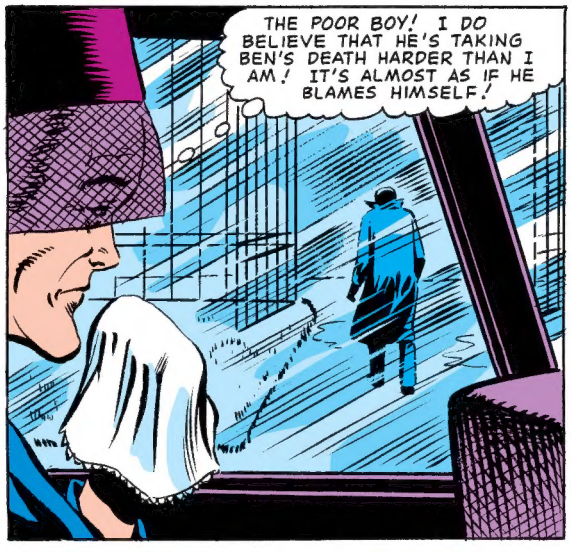
BUT AT THAT MOMENT, PUBLICITY WAS THE LAST THING ON SPIDER-MAN'S MIND...
MY FAULT... IT'S ALL MY FAULT!

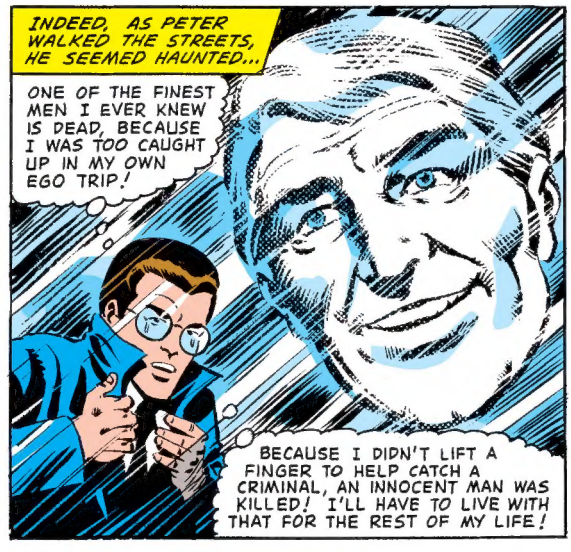

IF ONLY I HAD STOPPED THAT BURGLAR WHEN I COULD HAVE! BUT I DIDN'T, AND NOW... UNCLE BEN IS DEAD!
I- IT'S ALMOST AS IF...

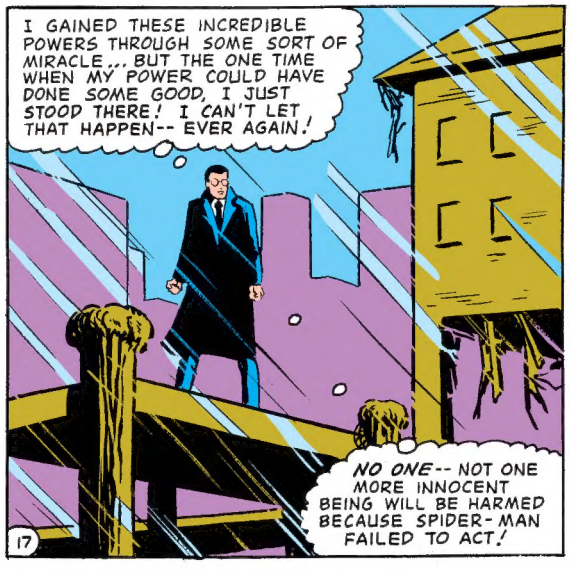
... I KILLED HIM.

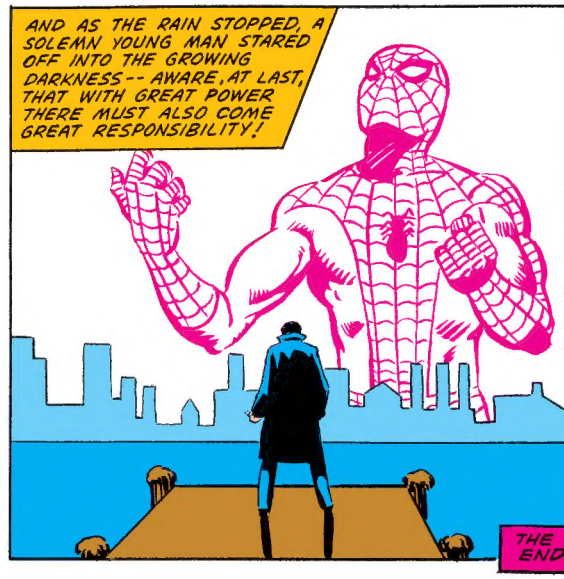

LESS THAN FORTY-EIGHT HOURS LATER, THE MORTAL REMAINS OF BEN PARKER WERE LAID TO THEIR FINAL REST.
IT RAINED ALL THAT DAY.
ASHES TO ASHES... DUST TO DUST...


THE SIMPLE CEREMONY OVER, PETER LED HIS GRIEVING AUNT AWAY FROM THE BURIAL SITE...
AUNT MAY, WHY DON'T YOU LET REVEREND WEEKS DRIVE YOU HOME?
BUT WHAT ABOUT YOU, PETER? THE RAIN--!
I'LL BE ALL RIGHT. I... JUST NEED TO BE ALONE FOR A WHILE!


THE POOR BOY! I DO BELIEVE THAT HE'S TAKING BEN'S DEATH HARDER THAN I AM! IT'S ALMOST AS IF HE BLAMES HIMSELF!


INDEED, AS PETER WALKED THE STREETS, HE SEEMED HAUNTED...
ONE OF THE FINEST MEN I EVER KNEW IS DEAD, BECAUSE I WAS TOO CAUGHT UP IN MY OWN EGO TRIP!
BECAUSE I DIDN'T LIFT A FINGER TO HELP CATCH A CRIMINAL, AN INNOCENT MAN WAS KILLED! I'LL HAVE TO LIVE WITH THAT FOR THE REST OF MY LIFE!


I GAINED THESE INCREDIBLE POWERS THROUGH SOME SORT OF MIRACLE... BUT THE ONE TIME WHEN MY POWER COULD HAVE DONE SOME GOOD, I JUST STOOD THERE! I CAN'T LET THAT HAPPEN-- EVER AGAIN!
NO ONE-- NOT ONE MORE INNOCENT BEING WILL BE HARMED BECAUSE SPIDER-MAN FAILED TO ACT!


AND AS THE RAIN STOPPED, A SOLEMN YOUNG MAN STARED OFF INTO THE GROWING DARKNESS-- AWARE, AT LAST, THAT WITH GREAT POWER THERE MUST ALSO COME GREAT RESPONSIBILITY!
THE END